Section 2.4 Subcommittee Membership

Subcommittee membership shall determine by the subcommittee chairs in consultation with the Co-Chairs of the Board of Directors and the Executive Director. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Operations Committee

Section 2.5 Subcommittee Duties and Responsibilities

Duties and responsibilities of the subcommittee of the Planning Committee shall be designated by the Officers of the Planning Committee, Executive Director and the Co-Chairs of the Board of Directors.

Section 3. Committees

The Board of Directors may establish from time to time other committees of the corporation. No committee shall have authority as to any of the following matters;

1. The dissolution, merger, or consolidation of the corporation;
2. the amendment of the Articles of Incorporation;
3. the sale, lease or exchange of all or substantially all of the property of the corporation;
4. the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
5. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
6. the amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board; or
7. the indemnification of any person or entity;
8. the setting or changing of any salaries; and
9. the determination or establishment of any offices or places of business of the corporation;
10. or anything inconsistent with the Articles or Bylaws of the corporation.

ARTICLE V: MEMBERSHIP

Section 1. Designation of Membership

Any person or organization with an interest in the purpose of ITLA shall be considered a part of the General Membership. ITLA shall not disclose the name of the members outside the committee without their consent.

Section 2. Voting Eligibility

Any General member may establish or re-establish voting eligibility by attending two consecutive General Membership Meetings. To maintain voting eligibility, a General member must attend at least one (1) General Membership Meeting per quarter.

The calendar year for the purposes of computing compliance begins in January to coincide with the fiscal year.

Section 3. Quorum

A quorum shall be a majority of the Membership entitled to vote. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Membership may act upon a majority vote.

Section 4. Resignation

A member may resign by filing a written notice of resignation with the Corresponding Secretary of the corporation. Resignation by a member does not relieve such member of any obligation for charges incurred, services or benefits rendered, due, assessments, or fees, or arising from a contact, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 5. Suspension, Termination, and Expulsion

The Board of Directors may suspend, terminate, or expel a member upon fifteen (15) days prior written notice of the suspension, termination, or expulsion, and the reasons therefor; and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, termination, or expulsion by the Board of Directors. Notice of the suspension, termination, or expulsion shall be sent by first-class or certified mail to the last address of the member shown on the corporation's records. Any proceeding challenging a suspension, termination, or expulsion, including a proceeding in which defective notice is alleged, must be commenced within 1 (one) year after the effective date of the suspension, termination, or expulsion. Suspension, termination, or expulsion of a member does not relieve such member of any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from a contract, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 6. Liability

No member of the corporation is, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

Section 7. Meetings

Meetings of the General Membership shall be lead by the Co-Chairs of the Board of Directors monthly. These meetings shall include reporting of the progress of the activities and financial operations of the organization. Any other business deemed appropriate may come before the meeting.

Section 7.1 Annual Meeting

The Annual General meeting of the Membership of the corporation shall be held every December. This meeting shall also advise the General Membership of the officers of the Board of Directors, Executive Director and Planning Committee Subcommittee Chairs for the term of office January 1 - December 31. At the December General meeting, the members shall elect the Board of Directors.

Section 7.1.2. Notice of the Annual Meetings

Notice of the annual meetings in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principle office of the corporation in the State of Georgia.

Section 7.2 Special Meetings

Special meeting of the Membership may be called by a Co-Chair, by at least 1/3 (one-third) of the Board, or upon written petition of 15% (fifteen percent of the Membership. The corporation shall notify members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting that must be approved by the members. Notice of a special meeting includes a description of matter or matters for which the meeting is called. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. Waiver

Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Attendance by a member at a meeting waives objection to consideration of a particular meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE VI: CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts and Instruments

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or defined in specific instances.

Section 2. Checks, Deposits and Funds

All checks, drafts, or orders for the payment of money, notes or other evidences of indebt ness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of

Planning Committee Job Descriptions

from the ITLA Bylaws:

Section 1.5.1 Composition

The Planning Committee shall be a standing committee of the ITLA which is composed of its officers (Executive Director, Associate Director Correspondence Secretary, Recording Secretary and Treasurer), the chairs of the Standing Subcommittees and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee will be elected/appointed by the Board of Directors based on qualifications.

Executive Director

Section 1.5.2 Duties/Powers

Within the policies and priorities established by the General Membership and the Board of Directors, the Planning Committee shall have the following powers and duties:

1. To create and operate the annual Weekend events. These events may include, but are not limited to: the rallies, shows, dances, ceremonies and special events.
2. To create comprehensive written plans of Weekend events for review by the Board of Directors.
3. To provide budgets for the Weekend events to the Budget and Finance Committee. All officers of the Planning Committee shall serve for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31. The Executive Director shall, subject to the control of the Board, have the following powers and duties

1. To serve as the Chair of the Operating Committee.
2. To call and preside over all regular and special meetings of the Operating Committee. 3. To provide continuity and structure to the Standing Subcommittees.
4. To approve/obtain approval, from the Board of Directors, for all subcommittee plans before implementation.
5. To provide a comprehensive plan of all major Weekend activities to the Board of Directors.
6. Member of the Executive Committee.
7. Ex-officio member of the Board of Directors.
8. The Co-Chairs of the Board of Directors will assume the duties of the Executive Director or appoint the Associate Director or a volunteer to assume the position in the event the position becomes vacant.

Associate Director

The Associate Director of the Operating Committee shall be of different gender than the Executive Director. The Associate Director assumes the position of the Executive Director for the following organizational year. The Associate Director shall be, subject to the controll of the Board, have the following powers and duties:

1. To serve in the absence of the Executive Director.

2. Shall assume the Executive Directors position upon appointment by the Co-Chairs in the event of a vacancy of that position.
3. To assist the Executive Director in providing continuity and structure to the Standing Subcommittees.

Correspondence Secretary

The Correspondence Secretary of the Planning Committee shall, subject to the control the Board, have the following powers and duties:

1. To be responsible for thank-you letters of acknowledgment and correspondence on behalf of the Planning Committee and its officers. All official Planning Committee correspondence shall require the signature of the Executive Director and/or the Co-Chairs of the Board of Directors.
2. To provide written agendas for all regular meeting of the Planning Committee.
3. To maintain and distribute a calendar of all events relating to the Weekend Celebration including fundraising events and weekend related community events.
4. To work with various Weekend committees to list meeting times and places of Weekend committees meetings and functions.

Recording Secretary

The Recording Secretary of the Planning Committee shall, subject to the control of the Board, have the following powers and duties:

1. To maintain minutes of all regular and special meetings of the Planning Committee;
2. To maintain written copies of all Standing Subcommittee meeting minutes;
3. To be responsible for delivering a copy (i.e., mailing) of all minutes of Planning Committee meetings within two (2) weeks after each meeting to the Officers of the Planning Committee.

Treasurer

The Treasurer of the Planning Committee shall, subject to the control of the Board of Directors, have the following powers and duties:

1. to serve as the Chief Financial Officer - Board of the Directors.
2. To provide a written budget to be approved by the Budget and Finance Committee by January 1st of each year.
3. To maintain accurate records and receipts for all credits and debits within the ITLA bank accounts. This includes maintenance of the checking account and documentation for all reimbursements.
4. To provide written financial reports at all Planning Committee meetings and Board of Directors meetings.
5. To prepare financial statements and close all financial books within one month of the fiscal year end.

6. To publish a preliminary financial report within 30-60 days of the August September Weekend events.
7. To be responsible for signing all checks on behalf of the ITLA. Checks must also include at least one (1) signature of the Co-Chairs of the Board of Directors.
8. To maintain inventory of all items owned or purchased by the organization.
9. To serve as a member of the Budget and finance Committee.
10. The outgoing treasurer shall turn over all ITLA documents to the new treasurer by the new term of office January 1.
11. All Financial Disbursements must comply with the Financial Procedures of the ITLA Policies and Procedures.

Arts and Graphics Committee

ITLA has a variety of tasks that this committee completes. It should be made up of volunteers with various talents in Art related work. Committee members are not necessarily responsible for completing all art work but the committee is responsible for finding people who can. Therefore, someone who doesn't have talents in Art but has lots of contacts in the Art community, should consider this committee.

The responsibilities for this committee are:

Development of the '96 Logo

This task is already on the way with the contest ending March 15, 1996
Theme has been selected 'Pride is Power"
Logo needs to be prepared for the press
Prepare Logo for use by sponsors or others

Advertising

Will coordinate with the public relations committee, the preparations of advertisements to be used by ITLA.
Prepare Advertisement with the press such as, Venus magazine.

Signs

Responsible for the construction and placement of signs

Sponsorship Acknowledgments

Banner that list the logos of our sponsors
Other items that acknowledge our sponsors

Stage Backdrop

If a stage is involved:
This subcommittee is responsible for the production and placement of the backdrop. Typically the logo for that year is used but there can be variations.

Decorations

In conjunction with the Logistics Subcommittee, this Subcommittee should assist in decorating the venue(s).

Community Liaisons Committee

ITLA is a conglomeration of the entire community. Many organization in the city need to kept abreast of what the current year's plans are. Other organizations need to be encouraged to participate by accepting partial responsibilities for additional activities.

This committee should also provide feedback from throughout the community on ways that the Weekend events can improve. Community Liaisons are our link to the community and a vital source of additional volunteers.

This committee should also make concerted efforts to outreach to areas outside of Atlanta. Contact with other ITLA committees is encouraged.

This committee should prepare a monthly newsletter and distribute that newsletter to all local organizations, as well as, organizations in other cities.

Entertainment Committee

Entertainment is one of the most critical committees and it involves a lot more than just finding entertainers. This committee requires a lot of preparation, as well as, a lot of work during the weekend.

Responsibilities include:

Entertainers

The committee is responsible for finding all of the entertainers for the entire weekend. Entertainers are not paid. The assortment should be as varied as the crowd. This committee is also responsible for handling any arrangements for the entertainers, such as hotel rooms or cars. This also includes drinks and food for the entertainers while waiting to go on stage.

Emcees

This committee is responsible for finding the emcees for the weekend

Stage

The entertainment committee seeks out bids on stage rental and construction and is responsible for presenting these bids to the Board of Directors with a recommendation on which company to use. This committee is responsible for coordinating with the company on when the stage will be put up and taken down.

Sound and Lighting

The entertainment committee seeks out bids sound and light rental and is responsible for presenting these bids to the Board of Directors with a recommendation on which company to use. This committee is responsible for coordinating with the company on when equipment will be put and taken down.

Backstage Accommodations

This committee is responsible for the construction of whatever is necessary for the entertainers to change and/or prepare for the stage. The committee should also coordinate all backstage passes.

Crew

This committee is responsible for finding all of the volunteers that will work as stage crew.

First Aid Committee

This First Aid Committee should provide adequate staff, supplies, services, and emergency transportation to insure a well organized medical facility to handle all minor first aid treatments and the capabilities to assist and transport any major incidents.

This committee seeks out qualified medical personnel to assist patrons of the Weekend activities in need of medical attention. They also attain all of the medical supplies that will be needed such as Tylenol, Aspirin, bandages, cleansing solutions, etc.

Fundraising Committee

The fundraising committee works with the Board of directors to find the money that it takes to produce the ITLA weekend. There is a lot of smaller communities that form for particular campaigns that are organized by this committee.

Logistics Committee

The logistics committee is the core committee. It is responsible for the basic setup of the entire weekend events. It interacts with about all of the committees.

Permits

This committee applies for all the city permits for the weekend. This includes meeting with the city and any neighborhood planning units.

Insurance

This committee seeks bids for insurance and takes care of all insurance coverage for the weekend.

Electricity

This committee coordinates all of the electrical needs for the entire weekend events. This includes the stage, sound, lighting, food vendors, etc.

Park Layout

Logistics will coordinate where everything is placed. This includes the stage, the ITLA Tent, the ITLA Market , the Port-O-Toilets, the food vendors, etc.

Tents

All of the tents used in the weekend events are under the responsibility of this committee. This includes the ITLA Market tents, the beer tents, the ITLA Tent, and any other tent for the weekend events.

Park Cleanup

Trash left after the weekend events is the responsibility of ITLA and coordination of cleanup is a Logistics responsibility (call City Department of Sanitation - Special Events).

Marketing Committee

The primary responsibility of the Marketing committee is to produce and distribute for sale '96 T-shirts. This will prove to be a major task. Marketing is responsible for getting the T-shirts produced and then out on the market. This committee is responsible for the cash flow of the merchandise. Storage of T-shirts is another responsibility.

The possibility of the other items is something the Marketing committee should consider.

The sale of ITLA merchandise is a major source of income for ITLA. Therefore, the success of this committee is very important.

Physically Challenged Committee

This committee makes all ITLA events accessible for the physically challenged. This includes access for wheelchairs, interpreters for the deaf, special materials for the blind, etc.

This committee also coordinates transportation for physically challenged participants. This committee is responsible for bringing potential problems to the attention of the board which pertain to the ability of everyone to enjoy the ITLA weekend.

African Decent Marketplace Committee

The African Decent Marketplace is made up of three distinct groups: Artists, Vendors, & Organizations. This committee coordinates the solicitation of all who plan to exhibit in the Market. This includes reviewing applications for acceptance in the Market and all coordination with applicants.

This committee is responsible for the layout of the market and creating a good flow through the market.

Artists

The African Decent Marketplace committee is encouraged to solicit more and more artists to participate at the ITLA events. This committee is responsible for contacting artists, reviewing their applications, and making sure that their setup in the Park will be adequate.

Vendors

A large portion of the African Decent Marketplace is vendors who hope to make some money at the ITLA weekend events. This includes a large number of applicants that want to sell T-shirts. This committee is responsible for the review of T-shirts that will be sold. Shirts that are considered competitive with the '96 Official Shirt are not allowed to be sold.

This committee is responsible for all of the other types of vendors that apply to sell in the marketplace which can include everything from jewelry to rocking chairs.

Organizations

A special rate is available to all of the non-profit organizations in the city. Each of these organizations has to be contacted and worked with to get them setup. Organizations tend to wait to the last minute to apply for the marketplace, so it is critical to establish good communication with each and encourage them to sign up early.

Public Relations Committee

This committee handles all of the Press and Publicity for ITLA. To some degree this committee could also be considered the Advertising committee.

Press Releases

All releases that pertain to ITLA are produced and released by this committee. A good relationship with Venus, ETC and SoVo is essential to the success of the committee.

Press Packets

Packets are prepared and sent to all of the radio and television stations before the ITLA weekend so that they will be able to get access to the appropriate people during the ITLA weekend. The Co-Chairs are the official spokespeople and PR should make them accessible to all press.

Advertising

All publicity of ITLA is handled through this committee. This includes the placards on MARTA, ads in Venus, ETC, or SoVo, Billboards or any other advertising that ITLA will do in '96.

Transportation Committee

This committee coordinates the various task for transportation including transportation for the physically challenged, for the entertainers and speakers. As you can see, this will require a degree of work with other committees to coordinate the transportation for their various tasks.

This committee is also responsible for communicating with MARTA to coordinate the use of Public Transportation as much as possible.

Vendor Committee

A major part of the weekend is the vendors and concessions. Not only is this critical for a successful event but it is a major source of income for the ITLA weekend. This committee handles all of the applications for concessions and is responsible for the selections of who will be allowed to participate and what the charges will be.

Beer

This committee coordinates all of the Beer facilities for the Sunday Festival. This includes finding staff for the facilities and setting up a joint benefit structure so that other groups can benefit by providing volunteers.

Food

Coordination of all the food vendors will be a major task. Placement of each vendor will be important to crowd flow and must be done with the Logistics committee.

Beverages

ITLA does not allow other organizations to sell beverages in the Park. However, ITLA encourages other organizations to help staff our beverages facilities and receive part of the profit. Soda Products and Bottled water are the primary beverages that ITLA handles.

Other Concessions

Coordination of the concessions, such as ice cream vendors that are not in one spot but rather travel the park is handled through this committee.

Volunteer Coordination Committee

This committee needs at least 3 to 5 people in order to effectively complete it's responsibilities.

Registration

This committee is responsible for registering all new members of ITLA and maintaining an up-to-date roll.

Recruitment

This committee should continually be looking for more and more volunteers to work on the planning of the ITLA weekend events. It would be great to see someone put together a major recruiting plan and put it into place. This committee should work with Community Liaisons in approaching other organizations to pick up additional volunteers.

Assignment

Based on a volunteers abilities and the area of ITLA they wish to help, the volunteer committee will place all volunteers with the appropriate communities. This committee should also follow-up with the actual committee to make sure that new volunteers are being included in the work.

This committee is also responsible for contacting volunteers when there is a ITLA event hat needs additional help.

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PSCRIPT Page Separator

Bylaws
of
In The Life Atlanta
(The "Corporation")

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. Name and Charter
The name of this organization shall be the In The Life Atlanta, Inc., hereafter referred to as ITLA. Itla is a non-profit corporation organized under the laws of Georgia exclusively for charitable, educational and social purposes. It may hold property and hold title to property. It shall not attempt to influence legislation.

Section 2. Location
The principle office of the corporation shall be in the City of Atlanta, State of Georgia.

Section 3. Tax-Exempt Status
The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary and educational purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as "the Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary and educational purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501(j) of the Code, to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

Section 4. Purpose
The main purpose of ITLA is to promote unity, visibility and self-esteem among lesbians, gay men, bisexuals and transgendered persons of African desent and to promote a positive image of lesbians, gay men, bisexuals and transgendered persons of African desent.

Section 4.1 Mission

The main mission of ITLA will be to, strive to educate, to empower, and inform the lesbians, gay men, bisexuals and transgendered persons of African Desent community about HIV/AIDS issues, individual pride, and self empowerment. ITLA aims to promote unity through coalition, buidling with existing and future people of color organizations.

Section 4.2 Values

Itla values the diversity of Atlanta's Lesbian, Gay men, Bisexual and Transgendered of African desent Communities, and believes that the right to love, intimacy, friendship and privacy is fundamental to personal happiness and well being. Accordingly, ITLA will encourage inclusion among these diverse groups and peoples. Central to these values are:

1. The end of discrimination based on sexual orientation, gender identification, race, age, creed, national or cultural origin, sex, physical ability or health status.
2. The end of hate motivated violence.
3. Equal protection under the law.
4. Recognition of Lesbian, Gay men, Bisexual and Transgendered families.
5. Implementation of progressive and effective AIDS and health polices.
6. Elimination of laws which criminalize lesbian or gay sexuality between consenting adults.
7. The ability to live openly and freely.

Section 5. Non-Discrimination Clause

In all of its activities, efforts, policies, and in the composition of communities, ITLA shall have as a central purpose the achievement of gender party through active recruitment. ITLA shall not discriminate with regard to age, race, sex, creed, national or cultural origin, sexual orientation, gender identification, physical ability or health status.

Section 6. Registered Office and Agent: Other Offices

The corporation shall maintain a registered office as required by statue, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principle office, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may also have offices and places of business at such other places within or without the City of Atlanta as the Membership may from time to time determine.

Section 7. Organization

Itla shall be composed of:

1. General Membership which is the ultimate authority and beneficiary for ITLA functions,

2. Board of Directors, elected by the General Membership, which shall have administrative responsibility for the function of the organization and
3. Standing Committees including but not limited to: the Budget and Finance Committee, Nominating and Review Committee, Public Relations Committee, Outreach/Diversity Committee and the Planning Committee.

Section 8. Records, Minutes and Books

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principle office a record giving names, address, and telephone numbers of the Board of Directors.

Section 9. Execution of Documents

Any conveyances of property by ITLA and all contracts, checks, notes, or actions of like character issued or entered into by ITLA shall be signed on behalf of ITLA by such officer and/or officers and/or employees of ITLA as the Board of Directors may designate by appropriate resolution. All such documents issued by ITLA shall be attested by such officer and/or officers and/or employees as the Board of Directors may designate.

Section 10. Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 30.

Section 11. Governing Instruments.

The corporation shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become *effective on May 19, 1996.*

ARTICLE 11: DIRECTORS

Section 1. Policies and Procedures

The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the corporation, shall determine its policies or changes therein, supervise the disbursement of its funds; and shall actively prosecute its purpose and objectives. The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, provide that such rules and policies do not conflict with any provision of these bylaws. Such rules, policies and procedures shall be known and designated as ITLA Policies & Procedures. The Board of Directors may delegate authority and responsibility to executive and other committees.

Section 2. Duties/Powers

Within the policies and priorities established by the General Membership, the Board of Directors shall have the following responsibilities:

1. To uphold the Mission & Purpose of ITLA:
   a. To develop policy and long range plans reflective of the priorities and objectives of ITLA's Mission and Purpose as stated in Article II of these bylaws;
   b. To exercise all of the powers of ITLA and to supervise and control its business and affairs;
   c. To remove, if necessary, any Officer of the Planning Committee for malfeasance in performance, for repeated absenteeism, or other just cause. Removal shall require a two-thirds (2/3) vote of the filled seats of the Board of Directors;
   d. To review the overall plans of the Planning Committee for consistency with the stated Mission and Purpose of ITLA;
   e. To review all ITLA events involving local, state or national elected officials or any sort of partisan politics;

2. To Represent the General Membership within the Organization:
   a. To solicit and review suggestion from the General Membership, and facilitate implementation;
   b. To call and conduct meetings of the General Membership;
   c. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of ITLA;
   d. To select or appoint a committee to select the speakers for the Weekend events;
   e. To establish and dissolve ad hoc committees and task forces based on the needs of the Organization. These ad hoc committees and task forces are accountable to the Board of Directors in all matters. The Board of Directors will also fill any vacancies on these ad hoc sub committees as needed;

3. Conduct and manage the business of ITLA and plan for its future:
   a. To call special meetings of the Board provided notice of such meetings shall be given to all board members in accordance with Article II, Section 8 these bylaws;
   b. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws;
   c. To represent ITLA in the community and to maintain its relationships with other organizations;
   d. To develop and implement such staffing plans as may become necessary;

e. To develop and implement a program for Corporate Sponsorship of ITLA activities, and to assume primary responsibility for such program;
f. To elect, appoint or hire the Officers of the Planning Committee with approval of the General Membership. In making appointments, the Co-Chairs and Board of Directors shall give consideration to membership qualifications, competence, and experience.

4. To oversee the finances of ITLA:
a. To incur indebtedness in the name of ITLA for such sums as are necessary for current operations and any sums for a major project of the ITLA;
b. To approve the financial budgets, supervise receipts and expenditures, and to set up proper procedures for the collection, safekeeping and accounting of all funds of ITLA. These duties are overseen by the Budget and Finance Committee, with final approval by the Board of Directors.

5. To create, implement and manage any staffing arrangements:
a. The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of the ITLA business.
b. The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, and termination's shall be in accordance with a policy of Equal Opportunity as described in Article I, Section 5. of these bylaws.

Section 3. Composition

Itla shall be governed by a board of directors comprised of at least eleven (11) and no more than twenty-one (21) people including Co-Chairs, Secretary, Chief Financial Officer and at-large members. Board members shall serve without compensation. The members of the board of directors shall, as much as possible, reflect the diverse groups within Atlanta's Lesbian, Gay men, bisexual and Transgendered Community.

Section 4. Qualifications

All voting positions on the Board of Directors must be filled by candidates who meet the following qualifications:

1. have submitted to the reviewing process of the Nominations and Review Committee;
2. shall not be paid employees of ITLA;

3. have shown a dedication for and a willingness to support the purpose, mission and goals of ITLA;
4. have studied and agreed to abide by the bylaws and policies and procedures of ITLA;
5. are representatives of organizations that advocate, serve or are composed of members of Atlanta's Lesbian, Gay men, Bisexual and Transgendered community or posses skills deemed useful for the proper functioning of ITLA;
6. demonstrate a willingness to commit the considerable time and energy necessary for a successful organization.
7. Have reached the age of 18 at the time of election to the Board of Directors of ITLA.

Section 5. Terms of Office

The members of the Board of Directors shall serve for terms of two (2) years. No member shall serve more than two (2) consecutive terms. One half of the seats of the Board may be elected each year.

Officers shall be members of the Board of Directors and shall hold office for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 6. Nominations

Nominations for the Board of Directors may be made in writing to the Nominating and Review Committee at any time during the year. All nominations made during the year must follow the nominations and review process as stated in the bylaws.

All candidates must submit a written application of qualifications to the Nominating and review Committee.

Section 6.1 Review of Nominees

Nominees for positions on the Board of Directors must be approved by the Nominating and Review Committee. Nominations may be accepted from the floor of the October and November General Membership meetings for election at the following December General Membership meeting. Candidates which are nominated from the floor must submit to review by the Nominating and Review Committee before the December election.

Section 7. Elections

Elections for the Board of Directors shall take place at the December Meeting of the General Membership. Elections shall be by secret ballot. All persons certified by the Board Secretary may vote for the Board of Directors.

Section 8. Meetings

The Board shall meet at least monthly. Special meetings of the Board of directors may be called at any time by a Co-Chair or by any two Directors. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8.1 Notice

All Directors shall be given at least 10 (ten) and no more than 50 (fifty) days notice of annual meetings and at least 2 (two) and no more than 50 (fifty) days notice of special meetings. Notice of meetings may be given personally or by first class mail, telephone, telegram, cable, telex or facsimile transmission and shall be deemed given when mailed or when the telegram, cablegram, telephone, telex or facsimile transmission is sent, addressed to the Director at her or his business or residence address. Neither the business to the transacted at, nor the purpose of any meeting of the Board need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal or election of Directors; the removal or election of officers; amendments to the Bylaws; or amendments to the Articles of Incorporation. Notice of any such meeting or of the purpose of a special meeting may be waived by an instrument in writing.

Section 8.2 Waiver

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 9. Quorum

A quorum for the transaction of any business shall be a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have 1 (one) vote.

Section 10. Actions by Directors Without a Meeting

Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if prior consent in writing, setting forth the action so taken, shall be signed by all Directors. The

written consent shall be filed with the minutes of the proceedings of the Board of Directors. All reasonable attempts shall be made by the Board Secretary to contact Board member and obtain a written vote. A quorum of the Board members must affirmatively vote in writing for the action to be carried out.

Section 11. Telephone and Similar Meetings

Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 12. Bank Appointment

The Directors of the corporation may, by majority vote in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than $10,000,000 as fiscal agent of the corporation and delegate to such bank or trust company the custody and routine management of the corporation's funds, subject to the direction and supervision of the Board of Directors. The Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the corporation's funds subject to the direction and supervision of the Directors.

Section 13. Finance

Section 13.1 Financial Reporting

The Board of Directors of ITLA shall publish a preliminary financial report of the Annual Weekend event within 30-60 days of the event Financial statements shall be prepared within one month of the fiscal year end. The outgoing treasurer shall turn over all ITLA documents to the new treasurer and/or CFO at least by January 1 of the new term of office.

Section 13.2 Inspection of Books and Records

Every Board member shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind the physical properties of the ITLA. This inspection by a Board member may be made in person or by an agent or attorney, with the right to copy and make extracts of documents.

Section 14. Compensation

The Directors of this corporation shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the corporation. A Director may not serve on the staff of the corporation.

Section 15. Attendance at Board of Directors Meetings

To maintain voting eligibility, a Board of Directors member must attend at least two (2) General Membership meetings per quarter and attend at least nine (9) Board of Directors meetings in a Calendar year.

The calendar year for the purpose of computing compliance begins in January to coincide with the fiscal year.

The Co-Chairs may waive the above requirements incase of personal emergency.

Section 16. Resignation

A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to a Co-Chair or to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 17. Vacancies

Vacancies occurring in the Board membership may be left unfilled until successors are elected at the next December General Meeting or may be appointed by the Board to complete the balance of the unexpired term. Appointees to the Board must submit to review by the Nominating and Review Committee before taking office. All other vacancies within the organization shall be filled in the manner described for that office.

Section 18. Removal

The Board of Directors, a quorum being present, may by a 2/3 (two-thirds) vote remove a Director from the Board for cause, provided notice has been given to the Director to be removed, and provided said Director has had an opportunity to be heard.

ARTICLE III: OFFICERS

Section 1. Officers

The Board of Directors shall elect the officers of ITLA. The officers shall be the Co-Chairs, Secretary, and a Chief Financial Officer.

Section 1.1 Co-Chairs

The Co-chairs shall be equal power and different gender. The Co-chairs shall, subject to the control of the Board, have the following powers and duties:

1. To preside at all regular and special meetings of the Board and call special Meetings of the same.
2. To sign contracts and other instruments connected with the business affairs and professional activities of ITLA. All contracts shall require approval of the Board.
3. To serve as the official representatives and spokesperson or appoint an official representative or spokesperson of ITLA for all media statements and at such meetings of other groups as may be designated by the Board of Directors.
4. To promote the interests of ITLA and to be responsible for the progress and work of ITLA.
5. To be an ex-officio member of all committees except the Nominating and Review Committee.
6. To be an ex-officio member of the Planning Committee.
7. Will assume the duties of the Executive Director and/or Associate Director or appoint a volunteer to assume the position(s) in the event the position(s) becomes vacant.

Section 1.2 Secretary

The Secretary shall have the following powers and duties:

1. To maintain an accurate roster of the membership of the Board and voting eligibility of the General Membership.
2. To accurately record the minutes of the proceedings of all regular and special meetings of the Board.
3. To give notice of all meetings of the Board and the General Membership required by the bylaws.
4. To keep the seal and records of ITLA in safe custody.

Section 1.3 Chief Financial Officer

The Chief Financial Officer shall have the following powers and duties:

1. To serve as the Treasurer of the Planning Committee.
2. To serve as chair of the Budget and Finance Committee.

3. To exercise general supervision over the receipts and disbursements of all funds of ITLA.
4. To deposit all money and valuables in the name and to the credit of the ITLA in such depositories as may be designated by the Board.
5. To pay the bills of ITLA and to keep a record of the same.
6. To submit a report of receipts, expenditure and condition of assets monthly to the board.
7. To prepare for submission all necessary books, vouchers and records for audit by an independent Certified Public Accountant at the end of each term of office or upon request by two-thirds (2/3) vote of the seats of the Board.
8. To maintain ITLA non-profit and corporate status.
9. All Financial Disbursement must comply with the Financial Procedure of ITLA, Policies and Procedures.

Section 2. Compensation

No officer shall for any reason be entitled to receive any salary or compensation for the performance of her/his duties, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the corporation for duties other than that of Director or Officer.

Section 3. Debt Limit

No officer of the corporation shall be authorized to incur debts on behalf of the corporation without prior approval of a majority of the Executive Committee.

Section 4. Executive Committee

The Executive Committee is composed of the Board of Directors officers, the Executive Director and Associate Director of the corporation. The Executive Committee is empowered to act as representative of the Board of Directors on business occurring between regular Board of Directors meetings. These actions are subject to the review or approval of the Board of Directors at the next Board of Directors meeting. A simple majority of Executive Committee members constitutes a quorum for the transaction of all business. Each Executive Committee member shall have one (1) vote.

ARTICLE IV: COMMITTEES

Section 1. Standing Committees

The Standing Committees of ITLA shall include: Budget and Finance Committee, Nominating and Review Committee and the Planning Committee. The Chairs or Co-Chairs of the

Standing Committees shall be selected by the Board of Directors, subject to review of the General Membership.

Section 1.1 Meetings

The Standing Committees shall meet at least quarterly. The Chairs, CO-Chairs or a majority of the members of a Standing Committee may call a special meeting of that committee at any time.

Section 1.2 Quorum

At any meeting of Standing Committees a simple majority of members of the committee shall constitute a quorum.

Section 1.3 Budget and Finance Committee

Section 1.3.1 Composition

The Budget and Finance Committee shall be composed of the Chief Financial Officer of the Board of Directors, who will serve as chair, the Treasurer of the Planning Committee and up to five (5) at-large members. Budget and Finance Committee members may be drawn from the Board of Directors, the General Membership, or any persons, with financial experience, appointed by the Board of Directors.

Section 1.3.2 Duties/Powers

The Budget Finance Committee is responsible for recommending fiscal policy for the smooth financial operation of ITLA. Within the policies and priorities established by the General Membership and the Board of Directors, the Budget Finance Committee shall have the following responsibilities:

1. To create and publish an annual budget for ITLA.
2. To conservatively estimate each year's income.
3. To develop plans for increasing revenues.
4. To review the yearly budgets of each committee and subcommittee, and recommend amendments when necessary.
5. To receive and review mid-year budget revisions from each committee and subcommittee if earlier estimate have been inaccurate.
6. To publish the financial statements of ITLA within one month of the annual Weekend event.

Section 1.4 Nominating and review Committee

Section 1.4.1 Composition

The Nominating and Review Committee shall be a standing committee of ITLA which shall be composed of at least five (5) at-large general members and two (2) members of the Board of Directors who are currently not up for re-election and no more than eleven (11) members. The Nominating and Review Committee shall be elected by the General Membership at the November or December General Meeting.

Section 1.4.2 Duties

Within the policies and priorities set by the General Membership, the Nominating and Review Committee shall have the following responsibilities:

1. To solicit qualified candidates to be nominated for election to the Board of Directors.
2. To request nominations from the diverse groups of the community, including, but not limited to: people of color organizations, Aids advocacy organizations, Lesbian, Gay men, Bisexual and Transgendered social organizations.
3. To review the written qualifications of all candidates for the Board of Directors.
4. To interview all candidates for the Board of Directors to ensure that all requirements for Board positions are met.
5. To strive to achieve gender parity on the Board of Directors.
6. To submit to the General Membership a slate of qualified candidates for the Board of Directors.

Section 1.4.3 Terms of Office

Members of the Nominating and Review Committee shall serve for one (1) year. Terms shall be limited to three (3) years.

Section 1.5 Planning Committee

Section 1.5.1 Composition

The Planning Committee shall be a standing committee of ITLA which is composed of its officers (Executive Director, Associate Director, Correspondence Secretary, Recording Secretary and Treasurer), the chairs of the Standing Subcommittees and the Co-Chairs of the Board of Directors as ex-officio

members. The officers of the Planning Committee will be elected/appointed by the Board of Directors based on qualifications.

Section 1.5.2 Duties/Powers

Within the policies and priorities established by the General Membership and the Board of Directors, the Planning Committee shall have the following powers and duties:

1. To create and operate the annual Weekend events. These events may include, but are not limited to: the rallies, shows, dances, ceremonies and special events.
2. To create comprehensive written plans of Weekend events for review by the Board of Directors.
3. To provide budgets for the Weekend events to the Budget and Finance Committee.

All officers of the Planning Committee shall serve for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 1.5.3 Officers of the Planning Committee

The officers of the Planning Committee shall be a Executive Director, Associate Director, Correspondence Secretary, Recording Secretary, Treasurer and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee shall be responsible for appointing/electing the chairs of all subcommittees and shall serve as liaisons to the Board of Directors.

Executive Director

The Executive Director shall, subject to the control of the Board, have the following powers and duties

1. To serve as the Chair of the Planning Committee.
2. To call and preside over all regular and special meetings of the Planning Committee.
3. To provide continuity and structure to the Standing Subcommittees.
4. To obtain approval, from the Board of Directors, for all subcommittee plans before implementation.
5. To provide a comprehensive plan of all major Weekend activities to the Board of Directors.
6. Member of the Executive Committee.
7. Ex-officio member of the Board of Directors.

8. The Co-Chairs of the Board of Directors will assume the duties of the Executive Director or appoint the Associate Director or a volunteer to assume the position in the event the position becomes vacant.

Associate Director

The Associate Director of the Planning Committee shall be of different gender than the Executive Director. The Associate Director assumes the position of the Executive Director for the following organizational year. The Associate Director shall be, subject to the controll of the Board, have the following powers and duties:

1. To serve in the absence of the Executive Director.
2. Shall assume the Executive Directors position upon appointment by the Co-Chairs in the event of a vacancy of that position.
3. Member of the Executive Committee.
4. Ex-officio member of the Board of Directors.
5. To assist the Executive Director in providing continuity and structure to the Standing Subcommittees.

Correspondence Secretary

The Correspondence Secretary of the Planning Committee shall, subject to the control the Board, have the following powers and duties:

1. To be responsible for thank-you letters of acknowledgment and correspondence on behalf of the Planning Committee and its officers. All official Planning Committee correspondence shall require the signature of the Executive Director and/or the Co-Chairs of the Board of Directors.
2. To provide written agendas for all regular meeting of the Planning Committee.
3. To maintain and distribute a calendar of all events relating to the Weekend Celebration including fundraising events and weekend related community events.
4. To work with various Weekend committees to list meeting times and places of Weekend committees meetings and functions.

Recording Secretary

The Recording Secretary of the Planning Committee shall, subject to the control of the Board, have the following powers and duties:

1. To maintain minutes of all regular and special meetings of the Planning Committee;
2. To maintain written copies of all Standing Subcommittee meeting minutes;

3. To be responsible for delivering a copy (i.e., mailing) of all minutes of Planning Committee meetings within two (2) weeks after each meeting to the Officers of the Planning Committee.

Treasurer

The Treasurer of the Planning Committee shall, subject to the control of the Board of Directors, have the following powers and duties:

1. to serve as the Chief Financial Officer - Board of the Directors.
2. To provide a written budget to be approved by the Budget and Finance Committee by January 1st of each year.
3. To maintain accurate records and receipts for all credits and debits within ITLA bank accounts. This includes maintenance of the checking account and documentation for all reimbursements.
4. To provide written financial reports at all Planning Committee meetings and Board of Directors meetings.
5. To prepare financial statements and close all financial books within one month of the fiscal year end.
6. To publish a preliminary financial report within 30-60 days of the August September Weekend events.
7. To be responsible for signing all checks on behalf of ITLA. Checks must also include at least one (1) signature of the Co-Chairs of the Board of Directors.
8. To maintain inventory of all items owned or purchased by the organization.
9. To serve as a member of the Budget and finance Committee.
10. The outgoing treasurer shall turn over all ITLA documents to the new treasurer by the new term of office January 1.
11. All Financial Disbursements must comply with the Financial Procedures of ITLA Policies and Procedures.

Section 2. Subcommittees

Operational tasks for the Annual Weekend events shall be handled through standing and ad hoc subcommittees of the Planning Committee. Each standing subcommittee shall have one (1) vote on the Planning Committee.

Section 2.1 Standing Subcommittees

In order to best utilize the resources of ITLA, the Planning Committee shall establish the following standing subcommittees:

- Art and Graphics
- Community Liaisons
- Setup and Cleanup
- Physically Challenged

- Entertainment
- Environmental
- First Aid
- Fundraising
- Logistics
- Marketing
- Hospitality
- Program Coordinators
- Public Relations
- Security
- Transportation
- Vendor
- Volunteer Coordination

Section 2.2 Ad hoc Subcommittees

The Officers of the Planning Committee may establish and dissolve ad hoc subcommittees and task forces based on the needs of the organization. These subcommittees and task forces shall be accountable to the Planning Committee in all matters. The Officers of the Planning Committee shall also fill any vacancies on these ad hoc subcommittees as needed.

Section 2.3 Subcommittee Chairs

Subcommittee chairs shall be appointed by the Officers of the Planning Committee with the approval of the Board of Directors. Subcommittee chairs sit as voting members of the Planning Committee. Unless approved by a simple majority of the Planning Committee, chairs may only chair one subcommittee. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Planning Committee. The term of Subcommittee Chair shall be January 1 - December 31.

Section 2.3.1 Duties

Subcommittee Chairs shall have the following responsibilities:

1. To represent the subcommittee at all meetings of the Planning Committee (an alternative representative may be designated);
2. To notify subcommittee members and Planning Committee Recording Secretary of all subcommittee meetings and the results of those meetings.
3. To coordinate all subcommittee activities;
4. To present budgetary needs as determined by the subcommittee to the Treasurer of the Planning Committee;
5. To notify the Treasurer of the Planning Cmmittee of the location of all properties purchased and/or used by the subcommittee;
6. To manage all expenses and financial commitments within the budget approved by the Budget and Finance Committee;
7. To issue correspondence requesting information or quotes regarding rental or purchase for the Weekend events;

8. To file copies of any correspondence issued with the Correspondence Secretary.
9. To perform all responsibilities outlined in the description above or delegated by the Planning Committee to the subcommittee.

Section 2.4 Subcommittee Membership

Subcommittee membership shall determine by the subcommittee chairs in consultation with the Co-Chairs of the Board of Directors and the Executive Director. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Operations Committee

Section 2.5 Subcommittee Duties and Responsibilities

Duties and responsibilities of the subcommittee of the Planning Committee shall be designated by the Officers of the Planning Committee, Executive Director and the Co-Chairs of the Board of Directors.

Section 3. Committees

The Board of Directors may establish from time to time other committees of the corporation. No committee shall have authority as to any of the following matters;

1. The dissolution, merger, or consolidation of the corporation;
2. the amendment of the Articles of Incorporation;
3. the sale, lease or exchange of all or substantially all of the property of the corporation;
4. the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
5. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
6. the amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board; or
7. the indemnification of any person or entity;
8. the setting or changing of any salaries; and
9. the determination or establishment of any offices or places of business of the corporation;
10. or anything inconsistent with the Articles or Bylaws of the corporation.

ARTICLE V: MEMBERSHIP

Section 1. Designation of Membership

Any person or organization with an interest in the purpose of ITLA shall be considered a part of the General Membership. Itla shall not disclose the name of the members outside the committee without their consent.

Section 2. Voting Eligibility

Any General member may establish or re-establish voting eligibility by attending two consecutive General Membership Meetings. To maintain voting eligibility, a General member must attend at least one (1) General Membership Meeting per quarter.

The calendar year for the purposes of computing compliance begins in January to coincide with the fiscal year.

Section 3. Quorum

A quorum shall be a majority of the Membership entitled to vote. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Membership may act upon a majority vote.

Section 4. Resignation

A member may resign by filing a written notice of resignation with the Corresponding Secretary of the corporation. Resignation by a member does not relieve such member of any obligation for charges incurred, services or benefits rendered, due, assessments, or fees, or arising from a contact, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 5. Suspension, Termination, and Expulsion

The Board of Directors may suspend, terminate, or expel a member upon fifteen (15) days prior written notice of the suspension, termination, or expulsion, and the reasons therefor; and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, termination, or expulsion by the Board of Directors. Notice of the suspension, termination, or expulsion shall be sent by first-class or certified mail to the last address of the member shown on the corporation's records. Any proceeding challenging a suspension, termination, or expulsion, including a proceeding in which defective notice is alleged, must be commenced within 1 (one) year after the effective date of the suspension, termination, or expulsion. Suspension, termination, or expulsion of a member does not relieve such member of any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from a contract, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 6. Liability

No member of the corporation is, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

Section 7. Meetings

Meetings of the General Membership shall be lead by the Co-Chairs of the Board of Directors monthly. These meetings shall include reporting of the progress of the activities and financial operations of the organization. any other business deemed appropriate may come before the meeting.

Section 7.1 Annual Meeting

The Annual General meeting of the Membership of the corporation shall be held every December. This meeting shall also advise the General Membership of the officers of the Board of Directors, Executive Director and Planning Committee Subcommittee Chairs for the term of office January 1 - December 31. At the December General meeting, the members shall elect the Board of Directors.

Section 7.1.2. Notice of the Annual Meetings

Notice of the annual meetings in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principle office of the corporation in the State of Georgia.

Section 7.2 Special Meetings

Special meeting of the Membership may be called by a Co-Chair, by at least 1/3 (one-third) of the Board, or upon written petition of 15% (fifteen percent of the Membership. The corporation shall notify members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting that must be approved by the members. Notice of a special meeting includes a description of matter or matters for which the meeting is called. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. Waiver

Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Attendance by a member at a meeting waives objection to consideration of a particular meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE VI: CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts and Instruments

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws to enter into any contract

or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or defined in specific instances.

Section 2. Checks, Deposits and Funds

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the CFO/Treasurer and at least one of the Co-Chairs of the Board of Directors.

ARTICLE VII: INDEMNIFICATION

Section 1. Indemnification

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee, or agent of the corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of her or his having heretofore or hereafter been a director, officer, employee, or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her.

ARTICLE VIII: AMENDMENTS

Section 1. Articles

The Articles of Incorporation may be altered, amended, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the Board of Directors, at a general or special meeting, provided that written notification of the vote is provided at least 30 (thirty) days prior to such meeting.

Section 2. Bylaws

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the eligible voting general members of the corporation, at an annual or special meeting, or by written ballot provided that written notification of the vote to the eligible voting general members is provided at least 30 (thirty) days prior to such meeting. Public notice or such amendments may also be placed in the community's media.

ARTICLE IX: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes.

ARTICLE X: RULES OF ORDER

All meetings shall be conducted in accordance with Robert's Rules of Order or such other parliamentary guide as chosen. The Chairs of the meeting may appoint a parliamentarian to aid in conducting meetings.

ARTICLE XI: STAFF

The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of ITLA business.

The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, advertising, and termination's shall be in accordance with a policy of Non-discrimination clause as described in Article I, Section 5. of these bylaws.

Revised May 29, 1996

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Bylaws
of
In The Life Atlanta
(The "Corporation")

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. Name and Charter
The name of this organization shall be the In The Life Atlanta, Inc., hereafter referred to as ITLA. Itla is a non-profit corporation organized under the laws of Georgia exclusively for charitable, educational and social purposes. It may hold property and hold title to property. It shall not attempt to influence legislation.

Section 2. Location
The principle office of the corporation shall be in the City of Atlanta, State of Georgia.

Section 3. Tax-Exempt Status
The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary and educational purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as "the Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary and educational purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501(j) of the Code, to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

Section 4. Purpose
The main purpose of ITLA is to promote unity, visibility and self-esteem among lesbians, gay men, bisexuals and transgendered persons of African desent and to promote a positive image of lesbians, gay men, bisexuals and transgendered persons of African desent.

Section 4.1 Mission

The main mission of ITLA will be to, strive to educate, to empower, and inform the lesbians, gay men, bisexuals and transgendered persons of African Desent community about HIV/AIDS issues, individual pride, and self empowerment. ITLA aims to promote unity through coalition, buidling with existing and future people of color organizations.

Section 4.2 Values

Itla values the diversity of Atlanta's Lesbian, Gay men, Bisexual and Transgendered of African desent Communities, and believes that the right to love, intimacy, friendship and privacy is fundamental to personal happiness and well being. Accordingly, ITLA will encourage inclusion among these diverse groups and peoples. Central to these values are:

1. The end of discrimination based on sexual orientation, gender identification, race, age, creed, national or cultural origin, sex, physical ability or health status.
2. The end of hate motivated violence.
3. Equal protection under the law.
4. Recognition of Lesbian, Gay men, Bisexual and Transgendered families.
5. Implementation of progressive and effective AIDS and health polices.
6. Elimination of laws which criminalize lesbian or gay sexuality between consenting adults.
7. The ability to live openly and freely.

Section 5. Non-Discrimination Clause

In all of its activities, efforts, policies, and in the composition of communities, ITLA shall have as a central purpose the achievement of gender party through active recruitment. ITLA shall not discriminate with regard to age, race, sex, creed, national or cultural origin, sexual orientation, gender identification, physical ability or health status.

Section 6. Registered Office and Agent: Other Offices

The corporation shall maintain a registered office as required by statue, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principle office, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may also have offices and places of business at such other places within or without the City of Atlanta as the Membership may from time to time determine.

Section 7. Organization

Itla shall be composed of:

1. General Membership which is the ultimate authority and beneficiary for ITLA functions,

2. Board of Directors, elected by the General Membership, which shall have administrative responsibility for the function of the organization and
3. Standing Committees including but not limited to: the Budget and Finance Committee, Nominating and Review Committee, Public Relations Committee, Outreach/Diversity Committee and the Planning Committee.

Section 8. Records, Minutes and Books

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principle office a record giving names, address, and telephone numbers of the Board of Directors.

Section 9. Execution of Documents

Any conveyances of property by ITLA and all contracts, checks, notes, or actions of like character issued or entered into by ITLA shall be signed on behalf of ITLA by such officer and/or officers and/or employees of ITLA as the Board of Directors may designate by appropriate resolution. All such documents issued by ITLA shall be attested by such officer and/or officers and/or employees as the Board of Directors may designate.

Section 10. Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 30.

Section 11. Governing Instruments.

The corporation shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become *effective on May 19, 1996.*

ARTICLE 11: DIRECTORS

Section 1. Policies and Procedures

The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the corporation, shall determine its policies or changes therein, supervise the disbursement of its funds; and shall actively prosecute its purpose and objectives. The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, provide that such rules and policies do not conflict with any provision of these bylaws. Such rules, policies and procedures shall be known and designated as ITLA Policies & Procedures. The Board of Directors may delegate authority and responsibility to executive and other committees.

Section 2. Duties/Powers

Within the policies and priorities established by the General Membership, the Board of Directors shall have the following responsibilities:

1. To uphold the Mission & Purpose of ITLA:
   a. To develop policy and long range plans reflective of the priorities and objectives of ITLA's Mission and Purpose as stated in Article II of these bylaws;
   b. To exercise all of the powers of ITLA and to supervise and control its business and affairs;
   c. To remove, if necessary, any Officer of the Planning Committee for malfeasance in performance, for repeated absenteeism, or other just cause. Removal shall require a two-thirds (2/3) vote of the filled seats of the Board of Directors;
   d. To review the overall plans of the Planning Committee for consistency with the stated Mission and Purpose of ITLA;
   e. To review all ITLA events involving local, state or national elected officials or any sort of partisan politics;

2. To Represent the General Membership within the Organization:
   a. To solicit and review suggestion from the General Membership, and facilitate implementation;
   b. To call and conduct meetings of the General Membership;
   c. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of ITLA;
   d. To select or appoint a committee to select the speakers for the Weekend events;
   e. To establish and dissolve ad hoc committees and task forces based on the needs of the Organization. These ad hoc committees and task forces are accountable to the Board of Directors in all matters. The Board of Directors will also fill any vacancies on these ad hoc sub committees as needed;

3. Conduct and manage the business of ITLA and plan for its future:
   a. To call special meetings of the Board provided notice of such meetings shall be given to all board members in accordance with Article II, Section 8 these bylaws;
   b. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws;
   c. To represent ITLA in the community and to maintain its relationships with other organizations;
   d. To develop and implement such staffing plans as may become necessary;

e. To develop and implement a program for Corporate Sponsorship of ITLA activities, and to assume primary responsibility for such program;
f. To elect, appoint or hire the Officers of the Planning Committee with approval of the General Membership. In making appointments, the Co-Chairs and Board of Directors shall give consideration to membership qualifications, competence, and experience.

4. To oversee the finances of ITLA:
a. To incur indebtedness in the name of ITLA for such sums as are necessary for current operations and any sums for a major project of the ITLA;
b. To approve the financial budgets, supervise receipts and expenditures, and to set up proper procedures for the collection, safekeeping and accounting of all funds of ITLA. These duties are overseen by the Budget and Finance Committee, with final approval by the Board of Directors.

5. To create, implement and manage any staffing arrangements:
a. The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of the ITLA business.
b. The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, and termination's shall be in accordance with a policy of Equal Opportunity as described in Article I, Section 5. of these bylaws.

Section 3. Composition

Itla shall be governed by a board of directors comprised of at least eleven (11) and no more than twenty-one (21) people including Co-Chairs, Secretary, Chief Financial Officer and at-large members. Board members shall serve without compensation. The members of the board of directors shall, as much as possible, reflect the diverse groups within Atlanta's Lesbian, Gay men, bisexual and Transgendered Community.

Section 4. Qualifications

All voting positions on the Board of Directors must be filled by candidates who meet the following qualifications:

1. have submitted to the reviewing process of the Nominations and Review Committee;
2. shall not be paid employees of ITLA;

3. have shown a dedication for and a willingness to support the purpose, mission and goals of ITLA;
4. have studied and agreed to abide by the bylaws and policies and procedures of ITLA;
5. are representatives of organizations that advocate, serve or are composed of members of Atlanta's Lesbian, Gay men, Bisexual and Transgendered community or posses skills deemed useful for the proper functioning of ITLA;
6. demonstrate a willingness to commit the considerable time and energy necessary for a successful organization.
7. Have reached the age of 18 at the time of election to the Board of Directors of ITLA.

Section 5. Terms of Office

The members of the Board of Directors shall serve for terms of two (2) years. No member shall serve more than two (2) consecutive terms. One half of the seats of the Board may be elected each year.

Officers shall be members of the Board of Directors and shall hold office for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 6. Nominations

Nominations for the Board of Directors may be made in writing to the Nominating and Review Committee at any time during the year. All nominations made during the year must follow the nominations and review process as stated in the bylaws.

All candidates must submit a written application of qualifications to the Nominating and review Committee.

Section 6.1 Review of Nominees

Nominees for positions on the Board of Directors must be approved by the Nominating and Review Committee. Nominations may be accepted from the floor of the October and November General Membership meetings for election at the following December General Membership meeting. Candidates which are nominated from the floor must submit to review by the Nominating and Review Committee before the December election.

Section 7. Elections

Elections for the Board of Directors shall take place at the December Meeting of the General Membership. Elections shall be by secret ballot. All persons certified by the Board Secretary may vote for the Board of Directors.

Section 8. Meetings

The Board shall meet at least monthly. Special meetings of the Board of directors may be called at any time by a Co-Chair or by any two Directors. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8.1 Notice

All Directors shall be given at least 10 (ten) and no more than 50 (fifty) days notice of annual meetings and at least 2 (two) and no more than 50 (fifty) days notice of special meetings. Notice of meetings may be given personally or by first class mail, telephone, telegram, cable, telex or facsimile transmission and shall be deemed given when mailed or when the telegram, cablegram, telephone, telex or facsimile transmission is sent, addressed to the Director at her or his business or residence address. Neither the business to the transacted at, nor the purpose of any meeting of the Board need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal or election of Directors; the removal or election of officers; amendments to the Bylaws; or amendments to the Articles of Incorporation. Notice of any such meeting or of the purpose of a special meeting may be waived by an instrument in writing.

Section 8.2 Waiver

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 9. Quorum

A quorum for the transaction of any business shall be a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have 1 (one) vote.

Section 10. Actions by Directors Without a Meeting

Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if prior consent in writing, setting forth the action so taken, shall be signed by all Directors. The

written consent shall be filed with the minutes of the proceedings of the Board of Directors. All reasonable attempts shall be made by the Board Secretary to contact Board member and obtain a written vote. A quorum of the Board members must affirmatively vote in writing for the action to be carried out.

Section 11. Telephone and Similar Meetings

Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 12. Bank Appointment

The Directors of the corporation may, by majority vote in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than $10,000,000 as fiscal agent of the corporation and delegate to such bank or trust company the custody and routine management of the corporation's funds, subject to the direction and supervision of the Board of Directors. The Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the corporation's funds subject to the direction and supervision of the Directors.

Section 13. Finance

Section 13.1 Financial Reporting

The Board of Directors of ITLA shall publish a preliminary financial report of the Annual Weekend event within 30-60 days of the event Financial statements shall be prepared within one month of the fiscal year end. The outgoing treasurer shall turn over all ITLA documents to the new treasurer and/or CFO at least by January 1 of the new term of office.

Section 13.2 Inspection of Books and Records

Every Board member shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind the physical properties of the ITLA. This inspection by a Board member may be made in person or by an agent or attorney, with the right to copy and make extracts of documents.

Section 14. Compensation

The Directors of this corporation shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the corporation. A Director may not serve on the staff of the corporation.

Section 15. Attendance at Board of Directors Meetings

To maintain voting eligibility, a Board of Directors member must attend at least two (2) General Membership meetings per quarter and attend at least nine (9) Board of Directors meetings in a Calendar year.

The calendar year for the purpose of computing compliance begins in January to coincide with the fiscal year.

The Co-Chairs may waive the above requirements incase of personal emergency.

Section 16. Resignation

A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to a Co-Chair or to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 17. Vacancies

Vacancies occurring in the Board membership may be left unfilled until successors are elected at the next December General Meeting or may be appointed by the Board to complete the balance of the unexpired term. Appointees to the Board must submit to review by the Nominating and Review Committee before taking office. All other vacancies within the organization shall be filled in the manner described for that office.

Section 18. Removal

The Board of Directors, a quorum being present, may by a 2/3 (two-thirds) vote remove a Director from the Board for cause, provided notice has been given to the Director to be removed, and provided said Director has had an opportunity to be heard.

ARTICLE III: OFFICERS

Section 1. Officers

The Board of Directors shall elect the officers of ITLA. The officers shall be the Co-Chairs, Secretary, and a Chief Financial Officer.

Section 1.1 Co-Chairs

The Co-chairs shall be equal power and different gender. The Co-chairs shall, subject to the control of the Board, have the following powers and duties:

1. To preside at all regular and special meetings of the Board and call special Meetings of the same.
2. To sign contracts and other instruments connected with the business affairs and professional activities of ITLA. All contracts shall require approval of the Board.
3. To serve as the official representatives and spokesperson or appoint an official representative or spokesperson of ITLA for all media statements and at such meetings of other groups as may be designated by the Board of Directors.
4. To promote the interests of ITLA and to be responsible for the progress and work of ITLA.
5. To be an ex-officio member of all committees except the Nominating and Review Committee.
6. To be an ex-officio member of the Planning Committee.
7. Will assume the duties of the Executive Director and/or Associate Director or appoint a volunteer to assume the position(s) in the event the position(s) becomes vacant.

Section 1.2 Secretary

The Secretary shall have the following powers and duties:

1. To maintain an accurate roster of the membership of the Board and voting eligibility of the General Membership.
2. To accurately record the minutes of the proceedings of all regular and special meetings of the Board.
3. To give notice of all meetings of the Board and the General Membership required by the bylaws.
4. To keep the seal and records of ITLA in safe custody.

Section 1.3 Chief Financial Officer

The Chief Financial Officer shall have the following powers and duties:

1. To serve as the Treasurer of the Planning Committee.
2. To serve as chair of the Budget and Finance Committee.

3. To exercise general supervision over the receipts and disbursements of all funds of ITLA.
4. To deposit all money and valuables in the name and to the credit of the ITLA in such depositories as may be designated by the Board.
5. To pay the bills of ITLA and to keep a record of the same.
6. To submit a report of receipts, expenditure and condition of assets monthly to the board.
7. To prepare for submission all necessary books, vouchers and records for audit by an independent Certified Public Accountant at the end of each term of office or upon request by two-thirds (2/3) vote of the seats of the Board.
8. To maintain ITLA non-profit and corporate status.
9. All Financial Disbursement must comply with the Financial Procedure of ITLA, Policies and Procedures.

Section 2. Compensation

No officer shall for any reason be entitled to receive any salary or compensation for the performance of her/his duties, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the corporation for duties other than that of Director or Officer.

Section 3. Debt Limit

No officer of the corporation shall be authorized to incur debts on behalf of the corporation without prior approval of a majority of the Executive Committee.

Section 4. Executive Committee

The Executive Committee is composed of the Board of Directors officers, the Executive Director and Associate Director of the corporation. The Executive Committee is empowered to act as representative of the Board of Directors on business occurring between regular Board of Directors meetings. These actions are subject to the review or approval of the Board of Directors at the next Board of Directors meeting. A simple majority of Executive Committee members constitutes a quorum for the transaction of all business. Each Executive Committee member shall have one (1) vote.

ARTICLE IV: COMMITTEES

Section 1. Standing Committees

The Standing Committees of ITLA shall include: Budget and Finance Committee, Nominating and Review Committee and the Planning Committee. The Chairs or Co-Chairs of the

Standing Committees shall be selected by the Board of Directors, subject to review of the General Membership.

Section 1.1 Meetings

The Standing Committees shall meet at least quarterly. The Chairs, CO-Chairs or a majority of the members of a Standing Committee may call a special meeting of that committee at any time.

Section 1.2 Quorum

At any meeting of Standing Committees a simple majority of members of the committee shall constitute a quorum.

Section 1.3 Budget and Finance Committee

Section 1.3.1 Composition

The Budget and Finance Committee shall be composed of the Chief Financial Officer of the Board of Directors, who will serve as chair, the Treasurer of the Planning Committee and up to five (5) at-large members. Budget and Finance Committee members may be drawn from the Board of Directors, the General Membership, or any persons, with financial experience, appointed by the Board of Directors.

Section 1.3.2 Duties/Powers

The Budget Finance Committee is responsible for recommending fiscal policy for the smooth financial operation of ITLA. Within the policies and priorities established by the General Membership and the Board of Directors, the Budget Finance Committee shall have the following responsibilities:

1. To create and publish an annual budget for ITLA.
2. To conservatively estimate each year's income.
3. To develop plans for increasing revenues.
4. To review the yearly budgets of each committee and subcommittee, and recommend amendments when necessary.
5. To receive and review mid-year budget revisions from each committee and subcommittee if earlier estimate have been inaccurate.
6. To publish the financial statements of ITLA within one month of the annual Weekend event.

Section 1.4 Nominating and review Committee

Section 1.4.1 Composition

The Nominating and Review Committee shall be a standing committee of ITLA which shall be composed of at least five (5) at-large general members and two (2) members of the Board of Directors who are currently not up for re-election and no more than eleven (11) members. The Nominating and Review Committee shall be elected by the General Membership at the November or December General Meeting.

Section 1.4.2 Duties

Within the policies and priorities set by the General Membership, the Nominating and Review Committee shall have the following responsibilities:

1. To solicit qualified candidates to be nominated for election to the Board of Directors.
2. To request nominations from the diverse groups of the community, including, but not limited to: people of color organizations, Aids advocacy organizations, Lesbian, Gay men, Bisexual and Transgendered social organizations.
3. To review the written qualifications of all candidates for the Board of Directors.
4. To interview all candidates for the Board of Directors to ensure that all requirements for Board positions are met.
5. To strive to achieve gender parity on the Board of Directors.
6. To submit to the General Membership a slate of qualified candidates for the Board of Directors.

Section 1.4.3 Terms of Office

Members of the Nominating and Review Committee shall serve for one (1) year. Terms shall be limited to three (3) years.

Section 1.5 Planning Committee

Section 1.5.1 Composition

The Planning Committee shall be a standing committee of ITLA which is composed of its officers (Executive Director, Associate Director, Correspondence Secretary, Recording Secretary and Treasurer), the chairs of the Standing Subcommittees and the Co-Chairs of the Board of Directors as ex-officio

members. The officers of the Planning Committee will be elected/appointed by the Board of Directors based on qualifications.

Section 1.5.2 Duties/Powers

Within the policies and priorities established by the General Membership and the Board of Directors, the Planning Committee shall have the following powers and duties:

1. To create and operate the annual Weekend events. These events may include, but are not limited to: the rallies, shows, dances, ceremonies and special events.
2. To create comprehensive written plans of Weekend events for review by the Board of Directors.
3. To provide budgets for the Weekend events to the Budget and Finance Committee.

All officers of the Planning Committee shall serve for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 1.5.3 Officers of the Planning Committee

The officers of the Planning Committee shall be a Executive Director, Associate Director, Correspondence Secretary, Recording Secretary, Treasurer and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee shall be responsible for appointing/electing the chairs of all subcommittees and shall serve as liaisons to the Board of Directors.

Executive Director

The Executive Director shall, subject to the control of the Board, have the following powers and duties

1. To serve as the Chair of the Planning Committee.
2. To call and preside over all regular and special meetings of the Planning Committee.
3. To provide continuity and structure to the Standing Subcommittees.
4. To obtain approval, from the Board of Directors, for all subcommittee plans before implementation.
5. To provide a comprehensive plan of all major Weekend activities to the Board of Directors.
6. Member of the Executive Committee.
7. Ex-officio member of the Board of Directors.

8. The Co-Chairs of the Board of Directors will assume the duties of the Executive Director or appoint the Associate Director or a volunteer to assume the position in the event the position becomes vacant.

Associate Director

The Associate Director of the Planning Committee shall be of different gender than the Executive Director. The Associate Director assumes the position of the Executive Director for the following organizational year. The Associate Director shall be, subject to the controll of the Board, have the following powers and duties:

1. To serve in the absence of the Executive Director.
2. Shall assume the Executive Directors position upon appointment by the Co-Chairs in the event of a vacancy of that position.
3. Member of the Executive Committee.
4. Ex-officio member of the Board of Directors.
5. To assist the Executive Director in providing continuity and structure to the Standing Subcommittees.

Correspondence Secretary

The Correspondence Secretary of the Planning Committee shall, subject to the control the Board, have the following powers and duties:

1. To be responsible for thank-you letters of acknowledgment and correspondence on behalf of the Planning Committee and its officers. All official Planning Committee correspondence shall require the signature of the Executive Director and/or the Co-Chairs of the Board of Directors.
2. To provide written agendas for all regular meeting of the Planning Committee.
3. To maintain and distribute a calendar of all events relating to the Weekend Celebration including fundraising events and weekend related community events.
4. To work with various Weekend committees to list meeting times and places of Weekend committees meetings and functions.

Recording Secretary

The Recording Secretary of the Planning Committee shall, subject to the control of the Board, have the following powers and duties:

1. To maintain minutes of all regular and special meetings of the Planning Committee;
2. To maintain written copies of all Standing Subcommittee meeting minutes;

3. To be responsible for delivering a copy (i.e., mailing) of all minutes of Planning Committee meetings within two (2) weeks after each meeting to the Officers of the Planning Committee.

Treasurer

The Treasurer of the Planning Committee shall, subject to the control of the Board of Directors, have the following powers and duties:

1. to serve as the Chief Financial Officer - Board of the Directors.
2. To provide a written budget to be approved by the Budget and Finance Committee by January 1st of each year.
3. To maintain accurate records and receipts for all credits and debits within ITLA bank accounts. This includes maintenance of the checking account and documentation for all reimbursements.
4. To provide written financial reports at all Planning Committee meetings and Board of Directors meetings.
5. To prepare financial statements and close all financial books within one month of the fiscal year end.
6. To publish a preliminary financial report within 30-60 days of the August September Weekend events.
7. To be responsible for signing all checks on behalf of ITLA. Checks must also include at least one (1) signature of the Co-Chairs of the Board of Directors.
8. To maintain inventory of all items owned or purchased by the organization.
9. To serve as a member of the Budget and finance Committee.
10. The outgoing treasurer shall turn over all ITLA documents to the new treasurer by the new term of office January 1.
11. All Financial Disbursements must comply with the Financial Procedures of ITLA Policies and Procedures.

Section 2. Subcommittees

Operational tasks for the Annual Weekend events shall be handled through standing and ad hoc subcommittees of the Planning Committee. Each standing subcommittee shall have one (1) vote on the Planning Committee.

Section 2.1 Standing Subcommittees

In order to best utilize the resources of ITLA, the Planning Committee shall establish the following standing subcommittees:

- Art and Graphics
- Community Liaisons
- Setup and Cleanup
- Physically Challenged

- Entertainment
- Environmental
- First Aid
- Fundraising
- Logistics
- Marketing
- Hospitality
- Program Coordinators
- Public Relations
- Security
- Transportation
- Vendor
- Volunteer Coordination

Section 2.2 Ad hoc Subcommittees

The Officers of the Planning Committee may establish and dissolve ad hoc subcommittees and task forces based on the needs of the organization. These subcommittees and task forces shall be accountable to the Planning Committee in all matters. The Officers of the Planning Committee shall also fill any vacancies on these ad hoc subcommittees as needed.

Section 2.3 Subcommittee Chairs

Subcommittee chairs shall be appointed by the Officers of the Planning Committee with the approval of the Board of Directors. Subcommittee chairs sit as voting members of the Planning Committee. Unless approved by a simple majority of the Planning Committee, chairs may only chair one subcommittee. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Planning Committee. The term of Subcommittee Chair shall be January 1 - December 31.

Section 2.3.1 Duties

Subcommittee Chairs shall have the following responsibilities:

1. To represent the subcommittee at all meetings of the Planning Committee (an alternative representative may be designated);
2. To notify subcommittee members and Planning Committee Recording Secretary of all subcommittee meetings and the results of those meetings.
3. To coordinate all subcommittee activities;
4. To present budgetary needs as determined by the subcommittee to the Treasurer of the Planning Committee;
5. To notify the Treasurer of the Planning Cmmittee of the location of all properties purchased and/or used by the subcommittee;
6. To manage all expenses and financial commitments within the budget approved by the Budget and Finance Committee;
7. To issue correspondence requesting information or quotes regarding rental or purchase for the Weekend events;

8. To file copies of any correspondence issued with the Correspondence Secretary.
9. To perform all responsibilities outlined in the description above or delegated by the Planning Committee to the subcommittee.

Section 2.4 Subcommittee Membership

Subcommittee membership shall determine by the subcommittee chairs in consultation with the Co-Chairs of the Board of Directors and the Executive Director. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Operations Committee

Section 2.5 Subcommittee Duties and Responsibilities

Duties and responsibilities of the subcommittee of the Planning Committee shall be designated by the Officers of the Planning Committee, Executive Director and the Co-Chairs of the Board of Directors.

Section 3. Committees

The Board of Directors may establish from time to time other committees of the corporation. No committee shall have authority as to any of the following matters;

1. The dissolution, merger, or consolidation of the corporation;
2. the amendment of the Articles of Incorporation;
3. the sale, lease or exchange of all or substantially all of the property of the corporation;
4. the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
5. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
6. the amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board; or
7. the indemnification of any person or entity;
8. the setting or changing of any salaries; and
9. the determination or establishment of any offices or places of business of the corporation;
10. or anything inconsistent with the Articles or Bylaws of the corporation.

ARTICLE V: MEMBERSHIP

Section 1. Designation of Membership

Any person or organization with an interest in the purpose of ITLA shall be considered a part of the General Membership. Itla shall not disclose the name of the members outside the committee without their consent.

Section 2. Voting Eligibility

Any General member may establish or re-establish voting eligibility by attending two consecutive General Membership Meetings. To maintain voting eligibility, a General member must attend at least one (1) General Membership Meeting per quarter.

The calendar year for the purposes of computing compliance begins in January to coincide with the fiscal year.

Section 3. Quorum

A quorum shall be a majority of the Membership entitled to vote. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Membership may act upon a majority vote.

Section 4. Resignation

A member may resign by filing a written notice of resignation with the Corresponding Secretary of the corporation. Resignation by a member does not relieve such member of any obligation for charges incurred, services or benefits rendered, due, assessments, or fees, or arising from a contact, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 5. Suspension, Termination, and Expulsion

The Board of Directors may suspend, terminate, or expel a member upon fifteen (15) days prior written notice of the suspension, termination, or expulsion, and the reasons therefor; and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, termination, or expulsion by the Board of Directors. Notice of the suspension, termination, or expulsion shall be sent by first-class or certified mail to the last address of the member shown on the corporation's records. Any proceeding challenging a suspension, termination, or expulsion, including a proceeding in which defective notice is alleged, must be commenced within 1 (one) year after the effective date of the suspension, termination, or expulsion. Suspension, termination, or expulsion of a member does not relieve such member of any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from a contract, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 6. Liability

No member of the corporation is, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

Section 7. Meetings

Meetings of the General Membership shall be lead by the Co-Chairs of the Board of Directors monthly. These meetings shall include reporting of the progress of the activities and financial operations of the organization. any other business deemed appropriate may come before the meeting.

Section 7.1 Annual Meeting

The Annual General meeting of the Membership of the corporation shall be held every December. This meeting shall also advise the General Membership of the officers of the Board of Directors, Executive Director and Planning Committee Subcommittee Chairs for the term of office January 1 - December 31. At the December General meeting, the members shall elect the Board of Directors.

Section 7.1.2. Notice of the Annual Meetings

Notice of the annual meetings in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principle office of the corporation in the State of Georgia.

Section 7.2 Special Meetings

Special meeting of the Membership may be called by a Co-Chair, by at least 1/3 (one-third) of the Board, or upon written petition of 15% (fifteen percent of the Membership. The corporation shall notify members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting that must be approved by the members. Notice of a special meeting includes a description of matter or matters for which the meeting is called. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. Waiver

Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Attendance by a member at a meeting waives objection to consideration of a particular meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE VI: CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts and Instruments

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws to enter into any contract

or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or defined in specific instances.

Section 2. Checks, Deposits and Funds

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the CFO/Treasurer and at least one of the Co-Chairs of the Board of Directors.

ARTICLE VII: INDEMNIFICATION

Section 1. Indemnification

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee, or agent of the corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of her or his having heretofore or hereafter been a director, officer, employee, or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her.

ARTICLE VIII: AMENDMENTS

Section 1. Articles

The Articles of Incorporation may be altered, amended, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the Board of Directors, at a general or special meeting, provided that written notification of the vote is provided at least 30 (thirty) days prior to such meeting.

Section 2. Bylaws

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the eligible voting general members of the corporation, at an annual or special meeting, or by written ballot provided that written notification of the vote to the eligible voting general members is provided at least 30 (thirty) days prior to such meeting. Public notice or such amendments may also be placed in the community's media.

ARTICLE IX: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes.

ARTICLE X: RULES OF ORDER

All meetings shall be conducted in accordance with Robert's Rules of Order or such other parliamentary guide as chosen. The Chairs of the meeting may appoint a parliamentarian to aid in conducting meetings.

ARTICLE XI: STAFF

The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of ITLA business.

The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, advertising, and termination's shall be in accordance with a policy of Non-discrimination clause as described in Article I, Section 5. of these bylaws.

Revised May 29, 1996

Bylaws
of
In The Life Atlanta
(The "Corporation")

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. Name and Charter
The name of this organization shall be the In The Life Atlanta, Inc., hereafter referred to as ITLA. The ITLA is a non-profit corporation organized under the laws of Georgia exclusively for charitable, educational and social purposes. It may hold property and hold title to property. It shall not attempt to influence legislation.

Section 2. Location
The principle office of the corporation shall be in the City of Atlanta, State of Georgia.

Section 3. Tax-Exempt Status
The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary and educational purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as "the Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary and educational purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501(j) of the Code, to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

Section 4. Purpose
The main purpose of ITLA is to promote unity, visibility and self-esteem among lesbians, gay men, bisexuals and transgendered persons of African desent and to promote a positive image of lesbians, gay men, bisexuals and transgendered persons of African desent.

Section 4.1 Mission
The main mission of ITLA will be to, strive to educate, to empower, and inform the lesbians, gay men, bisexuals and transgendered persons of African Desent community about HIV/AIDS issues, individual pride, and self empowerment. ITLA aims to promote unity through coalition, buidling with existing and future people of color organizations.

Bylaws
of
In The Life Atlanta
(The "Corporation")

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Section 4.2 Values

The ITLA values the diversity of Atlanta's Lesbian, Gay men, Bisexual and Transgendered of African desent Communities, and believes that the right to love, intimacy, friendship and privacy is fundamental to personal happiness and well being. Accordingly, ITLA will encourage inclusion among these diverse groups and peoples. Central to these values are:

1. The end of discrimination based on sexual orientation, gender identification, race, age, creed, national or cultural origin, sex, physical ability or health status.
2. The end of hate motivated violence.
3. Equal protection under the law.
4. Recognition of Lesbian, Gay men, Bisexual and Transgendered families.
5. Implementation of progressive and effective AIDS and health polices.
6. Elimination of laws which criminalize lesbian or gay sexuality between consenting adults.
7. The ability to live openly and freely.

Section 5. Non-Discrimination Clause

In all of its activities, efforts, policies, and in the composition of communities, the ITLA shall have as a central purpose the achievement of gender party through active recruitment. The ITLA shall not discriminate with regard to age, race, sex, creed, national or cultural origin, sexual orientation, gender identification, physical ability or health status.

Section 6. Registered Office and Agent: Other Offices

The corporation shall maintain a registered office as required by statue, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principle office, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may also have offices and places of business at such other places within or without the City of Atlanta as the Membership may from time to time determine.

Section 7. Organization

The ITLA shall be composed of:

1. General Membership which is the ultimate authority and beneficiary for ITLA functions,
2. Board of Directors, elected by the General Membership, which shall have administrative responsibility for the function of the organization and
3. Standing Committees including but not limited to: the Budget and Finance Committee, Nominating and review Committee, Public Relations Committee, Outreach/Diversity Committee and the Planning Committee.

Section 8. Records, Minutes and Books

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees

having any of the authority of the Board of Directors, and shall keep at its registered or principle office a record giving names, address, and telephone numbers of the Board of Directors.

Section 9. Execution of Documents

Any conveyances of property by the ITLA and all contracts, checks, notes, or actions of like character issued or entered into by the ITLA shall be signed on behalf of the ITLA by such officer and/or officers and/or employees of the ITLA as the Board of Directors may designate by appropriate resolution. All such documents issued by the ITLA shall be attested by such officer and/or officers and/or employees as the Board of Directors may designate.

Section 10. Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 30.

Section 11. Governing Instruments.

The corporation shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become *effective on May 19, 1996.*

ARTICLE 11: DIRECTORS

Section 1. Policies and Procedures

The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the corporation, shall determine its policies or changes therein, supervise the disbursement of its funds; and shall actively prosecute its purpose and objectives. The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, provide that such rules and policies do not conflict with any provision of these bylaws. Such rules, policies and procedures shall be known and designated as the ITLA Policies & Procedures. The Board of Directors may delegate authority and responsibility to executive and other committees.

Section 2. Duties/Powers

Within the policies and priorities established by the General Membership, the Board of Directors shall have the following responsibilities:

1. To uphold the Mission & Purpose of the ITLA:
    a. To develop policy and long range plans reflective of the priorities and objectives of ITLA's Mission and Purpose as stated in Article II of these bylaws;
    b. To exercise all of the powers of the ITLA and to supervise and control its business and affairs;
    c. To remove, if necessary, any Officer of the Planning Committee for malfeasance in performance, for repeated absenteeism, or other just cause. Removal shall require a two-thirds (2/3) vote of the filled seats of the Board of Directors;

d. To review the overall plans of the Planning Committee for consistency with the stated Mission and Purpose of ITLA;
e. To review all ITLA events involving local, state or national elected officials or any sort of partisan politics;

2. To Represent the General Membership within the Organization:
   a. To solicit and review suggestion from the General Membership, and facilitate implementation;
   b. To call and conduct meetings of the General Membership;
   c. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of the ITLA;
   d. To select or appoint a committee to select the speakers for the Weekend events;
   e. To establish and dissolve ad hoc committees and task forces based on the needs of the Organization. These ad hoc committees and task forces are accountable to the Board of Directors in all matters. The Board of Directors will also fill any vacancies on these ad hoc sub committees as needed;

3. Conduct and manage the business of the ITLA and plan for its future:
   a. To call special meetings of the Board provided notice of such meetings shall be given to all board members in accordance with Article II, Section 8 these bylaws;
   b. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws;
   c. To represent the ITLA in the community and to maintain its relationships with other organizations;
   d. To develop and implement such staffing plans as may become necessary;
   e. To develop and implement a program for Corporate Sponsorship of ITLA activities, and to assume primary responsibility for such program;
   f. To elect, appoint or hire the Officers of the Planning Committee with approval of the General Membership. In making appointments, the Co-Chairs and Board of Directors shall give consideration to membership qualifications, competence, and experience.

4. To oversee the finances of the ITLA:
   a. To incur indebtedness in the name of the ITLA for such sums as are necessary for current operations and any sums for a major project of the ITLA;
   b. To approve the financial budgets, supervise receipts and expenditures, and to set up proper procedures for the collection, safekeeping and accounting of all funds of the ITLA. These duties are overseen by the Budget and Finance Committee, with final approval by the Board of Directors.

5. To create, implement and manage any staffing arrangements:

a. The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of the ITLA business.
b. The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, and termination's shall be in accordance with a policy of Equal Opportunity as described in Article I, Section 5. of these bylaws.

Section 3. Composition

The ITLA shall be governed by a board of directors comprised of at least eleven (11) and no more than twenty-one (21) people including Co-Chairs, Secretary, Chief Financial Officer and at-large members. Board members shall serve without compensation. The members of the board of directors shall, as much as possible, reflect the diverse groups within Atlanta's Lesbian, Gay men, bisexual and Transgendered Community.

Section 4. Qualifications

All voting positions on the Board of Directors must be filled by candidates who meet the following qualifications:

1. have submitted to the reviewing process of the Nominations and Review Committee;
2. shall not be paid employees of ITLA;
3. have shown a dedication for and a willingness to support the purpose, mission and goals of the ITLA;
4. have studied and agreed to abide by the bylaws and policies and procedures of the ITLA;
5. are representatives of organizations that advocate, serve or are composed of members of Atlanta's Lesbian, Gay men, Bisexual and Transgendered community or posses skills deemed useful for the proper functioning of the ITLA;
6. demonstrate a willingness to commit the considerable time and energy necessary for a successful organization.
7. Have reached the age of 18 at the time of election to the Board of Directors of ITLA.

Section 5. Terms of Office

The members of the Board of Directors shall serve for terms of two (2) years. No member shall serve more than two (2) consecutive terms. One half of the seats of the Board may be elected each year.

Officers shall be members of the Board of Directors and shall hold office for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 6. Nominations

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Section 6. Nominations

All candidates must submit a written application of qualifications to the Nominating and review Committee.

Section 6.1 Review of Nominees

Nominees for positions on the Board of Directors must be approved by the Nominating and Review Committee. Nominations may be accepted from the floor of the October and November General Membership meetings for election at the following December General Membership meeting. Candidates which are nominated from the floor must submit to review by the Nominating and Review Committee before the December election.

Section 7. Elections

Elections for the Board of Directors shall take place at the December Meeting of the General Membership. Elections shall be by secret ballot. All persons certified by the Board Secretary may vote for the Board of Directors.

Section 8. Meetings

The Board shall meet at least monthly. Special meetings of the Board of directors may be called at any time by a Co-Chair or by any two Directors. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8.1 Notice

All Directors shall be given at least 10 (ten) and no more than 50 (fifty) days notice of annual meetings and at least 2 (two) and no more than 50 (fifty) days notice of special meetings. Notice of meetings may be given personally or by first class mail, telephone, telegram, cable, telex or facsimile transmission and shall be deemed given when mailed or when the telegram, cablegram, telephone, telex or facsimile transmission is sent, addressed to the Director at her or his business or residence address. Neither the business to the transacted at, nor the purpose of any meeting of the Board need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal or election of Directors; the removal or election of officers; amendments to the Bylaws; or amendments to the Articles of Incorporation. Notice of any such meeting or of the purpose of a special meeting may be waived by an instrument in writing.

Section 8.2 Waiver

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 9. Quorum

A quorum for the transaction of any business shall be a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a

majority vote of the Directors present at the meeting. Every Director shall have 1 (one) vote.

Section 10. Actions by Directors Without a Meeting

Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if prior consent in writing, setting forth the action so taken, shall be signed by all Directors. The written consent shall be filed with the minutes of the proceedings of the Board of Directors. All reasonable attempts shall be made by the Board Secretary to contact Board member and obtain a written vote. A quorum of the Board members must affirmatively vote in writing for the action to be carried out.

Section 11. Telephone and Similar Meetings

Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 12. Bank Appointment

The Directors of the corporation may, by majority vote in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than $10,000,000 as fiscal agent of the corporation and delegate to such bank or trust company the custody and routine management of the corporation's funds, subject to the direction and supervision of the Board of Directors. The Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the corporation's funds subject to the direction and supervision of the Directors.

Section 13. Finance

Section 13.1 Financial Reporting

The Board of Directors of the ITLA shall publish a preliminary financial report of the Annual Weekend event within 30-60 days of the event Financial statements shall be prepared within one month of the fiscal year end. The outgoing treasurer shall turn over all ITLA documents to the new treasurer and/or CFO at least by January 1 of the new term of office.

Section 13.2 Inspection of Books and Records

Every Board member shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind the physical properties of the ITLA. This inspection by a Board member may be made in person or by an agent or attorney, with the right to copy and make extracts of documents.

Section 14. Compensation

majority vote of the Directors present at the meeting. Every Director shall have 1 (one) vote.

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Section 14. Compensation

The Directors of this corporation shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the corporation. A Director may not serve on the staff of the corporation.

Section 15. Attendance at Board of Directors Meetings

To maintain voting eligibility, a Board of Directors member must attend at least two (2) General Membership meetings per quarter and attend at least nine (9) Board of Directors meetings in a Calendar year.

The calendar year for the purpose of computing compliance begins in January to coincide with the fiscal year.

The Co-Chairs may waive the above requirements incase of personal emergency.

Section 16. Resignation

A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to a Co-Chair or to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 17. Vacancies

Vacancies occurring in the Board membership may be left unfilled until successors are elected at the next December General Meeting or may be appointed by the Board to complete the balance of the unexpired term. Appointees to the Board must submit to review by the Nominating and Review Committee before taking office. All other vacancies within the organization shall be filled in the manner described for that office.

Section 18. Removal

The Board of Directors, a quorum being present, may by a 2/3 (two-thirds) vote remove a Director from the Board for cause, provided notice has been given to the Director to be removed, and provided said Director has had an opportunity to be heard.

ARTICLE III: OFFICERS

Section 1. Officers

The Board of Directors shall elect the officers of ITLA. The officers shall be the Co-Chairs, Secretary, and a Chief Financial Officer.

Section 1.1 Co-Chairs

The Co-chairs shall be equal power and different gender. The Co-chairs shall, subject to the control of the Board, have the following powers and duties:

1. To preside at all regular and special meetings of the Board and call special Meetings of the same.
2. To sign contracts and other instruments connected with the business affairs and professional activities of the ITLA. All contracts shall require approval of the Board.
3. To serve as the official representatives and spokesperson or appoint an official representative or spokesperson of ITLA for all media statements and at such meetings of other groups as may be designated by the Board of Directors.
4. To promote the interests of the ITLA and to be responsible for the progress and work of the ITLA.
5. To be an ex-officio member of all committees except the Nominating and Review Committee.
6. To be an ex-officio member of the Operating Committee.
7. Will assume the duties of the Executive Director and/or Associate Director or appoint a volunteer to assume the position(s) in the event the position(s) becomes vacant.

Section 1.2 Secretary

The Secretary shall have the following powers and duties:

1. To maintain an accurate roster of the membership of the Board and voting eligibility of the General Membership.
2. To accurately record the minutes of the proceedings of all regular and special meetings of the Board.
3. To give notice of all meetings of the Board and the General Membership required by the bylaws.
4. To keep the seal and records of the ITLA in safe custody.

Section 1.3 Chief Financial Officer

The chief financial officer shall have the following powers and duties:

1. To serve as the Treasurer of the Planning Committee.
2. To serve as chair of the Budget and Finance Committee.
3. To exercise general supervision over the receipts and disbursements of all funds of the ITLA.
4. To deposit all money and valuables in the name and to the credit of the ITLA in such depositories as may be designated by the Board.
5. To pay the bills of the ITLA and to keep a record of the same.
6. To submit a report of receipts, expenditure and condition of assets monthly to the board.
7. To prepare for submission all necessary books, vouchers and records for audit by an independent Certified Public Accountant at the end of each term of office or upon request by two-thirds (2/3) vote of the seats of the Board.
8. To maintain the ITLA non-profit and corporate status.
9. All Financial Disbursement must comply with the Financial Procedure of the ITLA, Policies and Procedures.

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8. To maintain the ITLA non-profit and corporate status.
9. All Financial Obligations must comply with the Financial Procedure of the ITLA, Policies and Procedures.

Section 2. Compensation

No officer shall for any reason be entitled to receive any salary or compensation for the performance of her/his duties, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the corporation for duties other than that of Director or Officer.

Section 3. Debt Limit

No officer of the corporation shall be authorized to incur debts on behalf of the corporation without prior approval of a majority of the Executive Committee.

Section 4. Executive Committee

The Executive Committee is composed of the Board of Directors officers, the Executive Director and Associate Director of the corporation. The Executive Committee is empowered to act as representative of the Board of Directors on business occurring between regular Board of Directors meetings. These actions are subject to the review or approval of the Board of Directors at the next Board of Directors meeting. A simple majority of Executive Committee members constitutes a quorum for the transaction of all business. Each Executive Committee member shall have one (1) vote.

ARTICLE IV: COMMITTEES

Section 1. Standing Committees

The Standing Committees of the ITLA shall include: Budget and Finance Committee, Nominating and Review Committee and the Planning Committee. The Chairs or Co-Chairs of the Standing Committees shall be selected by the Board of Directors, subject to review of the General Membership.

Section 1.1 Meetings

The Standing Committees shall meet at least quarterly. The Chairs, CO-Chairs or a majority of the members of a Standing Committee may call a special meeting of that committee at any time.

Section 1.2 Quorum

At any meeting of Standing Committees a simple majority of members of the committee shall constitute a quorum.

Section 1.3 Budget and Finance Committee

Section 1.3.1 Composition

The Budget and Finance Committee shall be composed of the Chief Financial Officer of the Board of Directors, who will serve as chair, the Treasurer of the Planning Committee and up to five (5) at-large members. Budget and Finance Committee members may be drawn from the Board of Directors, the General

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Section 1. Standing Committees

The Standing Committees of the ITLA shall include: Budget and Finance Committee, Nominating and Review Committee and the Planning Committee. The Chairs or Co-Chairs of the Standing Committees shall be selected by the Board of Directors, subject to review of the General Membership.

Section 1.1 Meetings

The Standing Committees shall meet at least quarterly. The Chairs, Co-Chairs or a majority of the members of a Standing Committee may call a special meeting of that committee at any time.

Section 1.2 Quorum

At any meeting of Standing Committees a simple majority of members of the committee shall constitute a quorum.

Section 1.3 Budget and Finance Committee

Section 1.3.1 Composition

The Budget and Finance Committee shall be composed of the Chief Financial Officer of the Board of Directors, who will serve as chair, the Treasurer of the Planning Committee and up to five (5) at-large members. Budget and Finance Committee members may be drawn from the Board of Directors, the General

Membership, or any persons, with financial experience, appointed by the Board of Directors.

Section 1.3.2 Duties/Powers

The Budget Finance Committee is responsible for recommending fiscal policy for the smooth financial operation of the ITLA. Within the policies and priorities established by the General Membership and the Board of Directors, the Budget Finance Committee shall have the following responsibilities:

1. To create and publish an annual budget for the ITLA.
2. To conservatively estimate each year's income.
3. To develop plans for increasing revenues.
4. To review the yearly budgets of each committee and subcommittee, and recommend amendments when necessary.
5. To receive and review mid-year budget revisions from each committee and subcommittee if earlier estimate have been inaccurate.
6. To publish the financial statements of the ITLA within one month of the annual Weekend event.

Section 1.4 Nominating and review Committee

Section 1.4.1 Composition

The Nominating and Review Committee shall be a standing committee of ITLA which shall be composed of at least five (5) at-large general members and two (2) members of the Board of Directors who are currently not up for re-election and no more than eleven (11) members. The Nominating and Review Committee shall be elected by the General Membership at the November or December General Meeting.

Section 1.4.2 Duties

Within the policies and priorities set by the General Membership, the Nominating and Review Committee shall have the following responsibilities:

1. To solicit qualified candidates to be nominated for election to the Board of Directors.
2. To request nominations from the diverse groups of the community, including, but not limited to: people of color organizations, Aids advocacy organizations, Lesbian, Gay men, Bisexual and Transgendered social organizations.
3. To review the written qualifications of all candidates for the Board of Directors.
4. To interview all candidates for the Board of Directors to ensure that all requirements for Board positions are met.
5. To strive to achieve gender parity on the Board of Directors.
6. To submit to the General Membership a slate of qualified candidates for the Board of Directors.

Section 1.4.3 Terms of Office

Members of the Nominating and Review Committee shall serve for one (1) year. Terms shall be limited to three (3) years.

Section 1.5 Planning Committee

Section 1.5.1 Composition

The Planning Committee shall be a standing committee of the ITLA which is composed of its officers (Executive Director, Associate Director Correspondence Secretary, Recording Secretary and Treasurer), the chairs of the Standing Subcommittees and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee will be elected/appointed by the Board of Directors based on qualifications.

Section 1.5.2 Duties/Powers

Within the policies and priorities established by the General Membership and the Board of Directors, the Planning Committee shall have the following powers and duties:

1. To create and operate the annual Weekend events. These events may include, but are not limited to: the rallies, shows, dances, ceremonies and special events.
2. To create comprehensive written plans of Weekend events for review by the Board of Directors.
3. To provide budgets for the Weekend events to the Budget and Finance Committee.

All officers of the Planning Committee shall serve for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 1.5.4 Officers of the Planning Committee

The officers of the Planning Committee shall be a Executive Director, Associate Director, Correspondence Secretary, Recording Secretary, Treasurer and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee shall be responsible for appointing/electing the chairs of all subcommittees and shall serve as liaisons to the Board of Directors.

Executive Director

The Executive Director shall, subject to the control of the Board, have the following powers and duties

1. To serve as the Chair of the Planning Committee.
2. To call and preside over all regular and special meetings of the Planning Committee.
3. To provide continuity and structure to the Standing Subcommittees.
4. To obtain approval, from the Board of Directors, for all subcommittee plans before implementation.

5. To provide a comprehensive plan of all major Weekend activities to the Board of Directors.
6. Member of the Executive Committee.
7. Ex-officio member of the Board of Directors.
8. The Co-Chairs of the Board of Directors will assume the duties of the Executive Director or appoint the Associate Director or a volunteer to assume the position in the event the position becomes vacant.

Associate Director

The Associate Director of the Operating Committee shall be of different gender than the Executive Director. The Associate Director assumes the position of the Executive Director for the following organizational year. The Associate Director shall be, subject to the controll of the Board, have the following powers and duties:

1. To serve in the absence of the Executive Director.
2. Shall assume the Executive Directors position upon appointment by the Co-Chairs in the event of a vacancy of that position.
3. Member of the Executive Committee.
4. Ex-officio member of the Board of Directors.
5. To assist the Executive Director in providing continuity and structure to the Standing Subcommittees.

Correspondence Secretary

The Correspondence Secretary of the Planning Committee shall, subject to the control the Board, have the following powers and duties:

1. To be responsible for thank-you letters of acknowledgment and correspondence on behalf of the Planning Committee and its officers. All official Planning Committee correspondence shall require the signature of the Executive Director and/or the Co-Chairs of the Board of Directors.
2. To provide written agendas for all regular meeting of the Planning Committee.
3. To maintain and distribute a calendar of all events relating to the Weekend Celebration including fundraising events and weekend related community events.
4. To work with various Weekend committees to list meeting times and places of Weekend committees meetings and functions.

Recording Secretary

The Recording Secretary of the Planning Committee shall, subject to the control of the Board, have the following powers and duties:

1. To maintain minutes of all regular and special meetings of the Planning Committee;
2. To maintain written copies of all Standing Subcommittee meeting minutes;

3. To be responsible for delivering a copy (i.e., mailing) of all minutes of Planning Committee meetings within two (2) weeks after each meeting to the Officers of the Planning Committee.

Treasurer

The Treasurer of the Planning Committee shall, subject to the control of the Board of Directors, have the following powers and duties:

1. to serve as the Chief Financial Officer - Board of the Directors.
2. To provide a written budget to be approved by the Budget and Finance Committee by January 1st of each year.
3. To maintain accurate records and receipts for all credits and debits within the ITLA bank accounts. This includes maintenance of the checking account and documentation for all reimbursements.
4. To provide written financial reports at all Planning Committee meetings and Board of Directors meetings.
5. To prepare financial statements and close all financial books within one month of the fiscal year end.
6. To publish a preliminary financial report within 30-60 days of the August September Weekend events.
7. To be responsible for signing all checks on behalf of the ITLA. Checks must also include at least one (1) signature of the Co-Chairs of the Board of Directors.
8. To maintain inventory of all items owned or purchased by the organization.
9. To serve as a member of the Budget and finance Committee.
10. The outgoing treasurer shall turn over all ITLA documents to the new treasurer by the new term of office January 1.
11. All Financial Disbursements must comply with the Financial Procedures of the ITLA Policies and Procedures.

Section 2. Subcommittees

Operational tasks for the Annual Weekend events shall be handled through standing and ad hoc subcommittees of the Planning Committee. Each standing subcommittee shall have one (1) vote on the Planning Committee.

Section 2.1 Standing Subcommittees

In order to best utilize the resources of the ITLA, the Planning Committee shall establish the following standing subcommittees:

- Art and Graphics
- Community Liaisons
- Entertainment
- Environmental
- First Aid
- Fundraising
- Logistics
- Marketing
- Hospitality
- Setup and Cleanup
- Physically Challenged
- Program Coordinators
- Public Relations
- Security
- Transportation
- Vendor
- Volunteer Coordination

Section 2.2 Ad hoc Subcommittees

The Officers of the Planning Committee may establish and dissolve ad hoc subcommittees and task forces based on the needs of the organization. These subcommittees and task forces shall be accountable to the Planning Committee in all matters. The Officers of the Planning Committee shall also fill any vacancies on these ad hoc subcommittees as needed.

Section 2.3 Subcommittee Chairs

Subcommittee chairs shall be appointed by the Officers of the Planning Committee with the approval of the Board of Directors. Subcommittee chairs sit as voting members of the Planning Committee. Unless approved by a simple majority of the Planning Committee, chairs may only chair one subcommittee. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Planning Committee. The term of Subcommittee Chair shall be January 1 - December 31.

Section 2.3.1 Duties

Subcommittee Chairs shall have the following responsibilities:

1. To represent the subcommittee at all meetings of the Planning Committee (an alternative representative may be designated);
2. To notify subcommittee members and Planning Committee Recording Secretary of all subcommittee meetings and the results of those meetings.
3. To coordinate all subcommittee activities;
4. To present budgetary needs as determined by the subcommittee to the Treasurer of the Planning Committee;
5. To notify the Treasurer of the Planning Cmmittee of the location of all properties purchased and/or used by the subcommittee;
6. To manage all expenses and financial commitments within the budget approved by the Budget and Finance Committee;
7. To issue correspondence requesting information or quotes regarding rental or purchase for the Weekend events;
8. To file copies of any correspondence issued with the Correspondence Secretary.
9. To perform all responsibilities outlined in the description above or delegated by the Planning Committee to the subcommittee.

Section 2.4 Subcommittee Membership

Subcommittee membership shall determine by the subcommittee chairs in consultation with the Co-Chairs of the Board of Directors and the Executive Director. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Operations Committee

Section 2.5 Subcommittee Duties and Responsibilities

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3. To coordinate all subcommittee activities;
4. To present budgetary needs as determined by the subcommittee to the Treasurer of the Planning Committee;
5. To notify the Treasurer of the Planning Committee of the location of all properties purchased and/or used by the subcommittee;
6. To maintain all expenses and financial commitments within the budget approved by the Budget and Finance Committee;
7. To issue correspondence requesting information or quotes regarding rental or purchases for the Week-end events;
8. To file copies of any correspondence issued with the Correspondence Secretary;
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Section 2.5 Subcommittee Duties and Responsibilities

Duties and responsibilities of the subcommittee of the Planning Committee shall be designated by the Officers of the Planning Committee, Executive Director and the Co-Chairs of the Board of Directors.

Section 3. Committees

The Board of Directors may establish from time to time other committees of the corporation. No committee shall have authority as to any of the following matters;

1. The dissolution, merger, or consolidation of the corporation;
2. the amendment of the Articles of Incorporation;
3. the sale, lease or exchange of all or substantially all of the property of the corporation;
4. the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
5. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
6. the amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board; or
7. the indemnification of any person or entity;
8. the setting or changing of any salaries; and
9. the determination or establishment of any offices or places of business of the corporation;
10. or anything inconsistent with the Articles or Bylaws of the corporation.

ARTICLE V: MEMBERSHIP

Section 1. Designation of Membership

Any person or organization with an interest in the purpose of the ITLA shall be considered a part of the General Membership. The ITLA shall not disclose the name of the members outside the committee without their consent.

Section 2. Voting Eligibility

Any General member may establish or re-establish voting eligibility by attending two consecutive General Membership Meetings. To maintain voting eligibility, a General member must attend at least one (1) General Membership Meeting per quarter.

The calendar year for the purposes of computing compliance begins in January to coincide with the fiscal year.

Section 3. Quorum

A quorum shall be a majority of the Membership entitled to vote. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Membership may act upon a majority vote.

Section 4. Resignation

A member may resign by filing a written notice of resignation with the Corresponding Secretary of the corporation. Resignation by a member does not relieve such member

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2. The amendment of the Articles of Incorporation;
3. The sale, lease or exchange of all or substantially all of the property of the corporation;
4. The designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
5. The amendment or repeal of the Bylaws or the adoption of new Bylaws;
6. The amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board; or
7. The indemnification of any person or entity;
8. The selling or changing of any salaries; and
9. The determination or establishment of any offices or places of business of the corporation;
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of any obligation for charges incurred, services or benefits rendered, due, assessments, or fees, or arising from a contact, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 5. Suspension, Termination, and Expulsion

The Board of Directors may suspend, terminate, or expel a member upon fifteen (15) days prior written notice of the suspension, termination, or expulsion, and the reasons therefor; and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, termination, or expulsion by the Board of Directors. Notice of the suspension, termination, or expulsion shall be sent by first-class or certified mail to the last address of the member shown on the corporation's records. Any proceeding challenging a suspension, termination, or expulsion, including a proceeding in which defective notice is alleged, must be commenced within 1 (one) year after the effective date of the suspension, termination, or expulsion. Suspension, termination, or expulsion of a member does not relieve such member of any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from a contract, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 6. Liability

No member of the corporation is, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

Section 7. Meetings

Meetings of the General Membership shall be lead by the Co-Chairs of the Board of Directors monthly. These meetings shall include reporting of the progress of the activities and financial operations of the organization. any other business deemed appropriate may come before the meeting.

Section 7.1 Annual Meeting

The Annual General meeting of the Membership of the corporation shall be held every December. This meeting shall also advise the General Membership of the officers of the Board of Directors, Executive Director and Planning Committee Subcommittee Chairs for the term of office January 1 - December 31. At the December General meeting, the members shall elect the Board of Directors.

Section 7.1.2. Notice of the Annual Meetings

Notice of the annual meetings in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principle office of the corporation in the State of Georgia.

Section 7.2 Special Meetings

Special meeting of the Membership may be called by a Co-Chair, by at least 1/3 (one-third) of the Board, or upon written petition of 15% (fifteen percent of the Membership. The corporation shall notify members of the place, date, and time

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of each annual, regular, and special meeting of members no fewer than ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting that must be approved by the members. Notice of a special meeting includes a description of matter or matters for which the meeting is called. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. Waiver

Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Attendance by a member at a meeting waives objection to consideration of a particular meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE VI: CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts and Instruments

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or defined in specific instances.

Section 2. Checks, Deposits and Funds

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the CFO/Treasurer and at least one of the Co-Chairs of the Board of Directors.

ARTICLE VII: INDEMNIFICATION

Section 1. Indemnification

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee, or agent of the corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of her or his having heretofore or hereafter been a director, officer, employee, or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her.

ARTICLE VIII: AMENDMENTS

Section 1. Articles

The Articles of Incorporation may be altered, amended, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the Board of Directors, at a general or special meeting, provided that written notification of the vote is provided at least 30 (thirty) days prior to such meeting.

Section 2. Bylaws

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the eligible voting general members of the corporation, at an annual or special meeting, or by written ballot provided that written notification of the vote to the eligible voting general members is provided at least 30 (thirty) days prior to such meeting. Public notice or such amendments may also be placed in the community's media.

ARTICLE IX: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes.

ARTICLE X: RULES OF ORDER

All meetings shall be conducted in accordance with Robert's Rules of Order or such other parliamentary guide as chosen. The Chairs of the meeting may appoint a parliamentarian to aid in conducting meetings.

ARTICLE XI: STAFF

The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of ITLA business.

The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, advertising, and termination's shall be in accordance with a policy of Non-discrimination clause as described in Article I, Section 5. of these bylaws.

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Bylaws
Of
In The Life Atlanta
(The "Corporation")

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. Name and Charter
The name of this organization shall be the In The Life Atlanta, Inc., hereafter referred to as ITLA. ITLA is a non-profit corporation organized under the laws of Georgia exclusively for charitable, educational and social purposes. It may hold property and hold title to property. It shall not attempt to influence legislation.

Section 2. Location
The principle office of the corporation shall be in the City of Atlanta, State of Georgia.

Section 3. Tax-Exempt Status
The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary and educational purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as "the Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary and educational purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501(j) of the Code, to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

Section 4. Purpose
The main purpose of ITLA is to promote unity, visibility and self-esteem among lesbians, gay men, bisexuals and transgendered persons of African descent and to promote a positive image of lesbians, gay men, bisexuals and transgendered persons of African descent.

Section 4.1 Mission

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Section 4.1 Mission

The main mission of ITLA will be to, strive to educate, to empower, and inform the lesbians, gay men, bisexuals and transgendered persons of African Descent community about HIV/AIDS issues, individual pride, and self-empowerment. TLA aims to promote unity through coalition, building with existing and future people of color organizations.

Section 4.2 Values

ITLA values the diversity of Atlanta's Lesbian, Gay men, Bisexual and Transgendered of African descent Communities, and believes that the right to love, intimacy, friendship and privacy is fundamental to personal happiness and well being. Accordingly, ITLA will encourage inclusion among these diverse groups and peoples. Central to these values are:

1. The end of discrimination based on sexual orientation, gender identification, race, age, creed, national or cultural origin, sex, physical ability or health status.
2. The end of hate motivated violence.
3. Equal protection under the law.
4. Recognition of Lesbian, Gay men, Bisexual and Transgendered families.
5. Implementation of progressive and effective AIDS and health polices.
6. Elimination of laws, which criminalize lesbian or gay sexuality between consenting adults.
7. The ability to live openly and freely.

Section 5. Non-Discrimination Clause

In all of its activities, efforts, policies, and in the composition of communities, ITLA shall have as a central purpose the achievement of gender party through active recruitment. ITLA shall not discriminate with regard to age, race, sex, creed, national or cultural origin, sexual orientation, gender identification, and physical ability or health status.

Section 6. Registered Office and Agent: Other Offices

The corporation shall maintain a registered office as required by statue, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principle office, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may also have offices and places of business at such other places within or without the City of Atlanta as the Membership may from time to time determine.

Section 7. Organization

ITLA shall be composed of:

1. General Membership, which is the ultimate authority and beneficiary for ITLA functions.
2. Board of Directors, elected by the General Membership, which shall have administrative responsibility for the function of the organization and

3. Standing Committees including but not limited to: the Budget and Finance Committee, Nominating and Review Committee, Public Relations Committee, Outreach/Diversity Committee and the Planning Committee.

Section 8. Records, Minutes and Books

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principle office a record giving names, address, and telephone numbers of the Board of Directors.

Section 9. Execution of Documents

Any conveyances of property by ITLA and all contracts, checks, notes, or actions of like character issued or entered into by ITLA shall be signed on behalf of ITLA by such officer and/or officers and/or employees of ITLA as the Board of Directors may designate by appropriate resolution. All such documents issued by ITLA shall be attested by such officer and/or officers and/or employees as the Board of Directors may designate.

Section 10. Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 30.

Section 11. Governing Instruments.

The corporation shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become *effective on May 19, 1996.*

ARTICLE 11: DIRECTORS

Section 1. Policies and Procedures

The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the corporation, shall determine its policies or changes therein, supervise the disbursement of its funds; and shall actively prosecute its purpose and objectives. The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, provide that such rules and policies do not conflict with any provision of these bylaws. Such rules, policies and procedures shall be known and designated as ITLA Policies & Procedures. The Board of Directors may delegate authority and responsibility to executive and other committees.

Section 2. Duties/Powers

Within the policies and priorities established by the General Membership, the Board of Directors shall have the following responsibilities:

1. To uphold the Mission & Purpose of ITLA:

a. To develop policy and long range plans reflective of the priorities and objectives of ITLA's Mission and Purpose as stated in Article II of these bylaws;
b. To exercise all of the powers of ITLA and to supervise and control its business and affairs;
c. To remove, if necessary, any Officer of the Planning Committee for malfeasance in performance, for repeated absenteeism, or other just cause. Removal shall require a two-thirds (2/3) vote of the filled seats of the Board of Directors;
d. To review the overall plans of the Planning Committee for consistency with the stated Mission and Purpose of ITLA;
e. To review all ITLA events involving local, state or national elected officials or any sort of partisan politics;

2. To Represent the General Membership within the Organization:
   a. To solicit and review suggestion from the General Membership, and facilitate implementation;
   b. To call and conduct meetings of the General Membership;
   c. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of ITLA;
   d. To select or appoint a committee to select the speakers for the Weekend events;
   e. To establish and dissolve ad hoc committees and task forces based on the needs of the Organization. These ad hoc committees and task forces are accountable to the Board of Directors in all matters. The Board of Directors will also fill any vacancies on these ad hoc sub committees as needed;

3. Conduct and manage the business of ITLA and plan for its future:
   a. To call special meetings of the Board provided notice of such meetings shall be given to all board members in accordance with Article II, Section 8 these bylaws;
   b. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws;
   c. To represent ITLA in the community and to maintain its relationships with other organizations;
   d. To develop and implement such staffing plans as may become necessary;
   e. To develop and implement a program for Corporate Sponsorship of ITLA activities, and to assume primary responsibility for such program;
   f. To elect, appoint or hire the Officers of the Planning Committee with approval of the General Membership. In making appointments, the Co-Chairs and Board of Directors shall give consideration to membership qualifications, competence, and experience.

4. To oversee the finances of ITLA:

a. To incur indebtedness in the name of ITLA for such sums as are necessary for current operations and any sums for a major project of the ITLA;
b. To approve the financial budgets, supervise receipts and expenditures, and to set up proper procedures for the collection, safekeeping and accounting of all funds of ITLA. These duties are overseen by the Budget and Finance Committee, with final approval by the Board of Directors.

5. To create, implement and manage any staffing arrangements:
   a. The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of the ITLA business.
   b. The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, and terminations shall be in accordance with a policy of Equal Opportunity as described in Article I, Section 5. of these bylaws.

Section 3. Composition

ITLA shall be governed by a board of directors comprised of at least eleven (11) and no more than twenty-one (21) people including Co-Chairs, Secretary, Chief Financial Officer and at-large members. Board members shall serve without compensation. The members of the board of directors shall, as much as possible, reflect the diverse groups within Atlanta's Lesbian, Gay men, bisexual and Transgendered Community.

Section 4. Qualifications

All voting positions on the Board of Directors must be filled by candidates who meet the following qualifications:

1. Have submitted to the reviewing process of the Nominations and Review Committee.
2. Shall not be paid employees of ITLA.
3. Have shown a dedication for and a willingness to support the purpose, mission and goals of ITLA.
4. Have studied and agreed to abide by the bylaws and policies and procedures of ITLA.
5. Are representatives of organizations that advocate, serve or are composed of members of Atlanta's Lesbian, Gay men, Bisexual and Transgendered community or posses skills deemed useful for the proper functioning of ITLA.
6. Demonstrate a willingness to commit the considerable time and energy necessary for a successful organization.
7. Have reached the age of 18 at the time of election to the Board of Directors of ITLA.

Section 5. Terms of Office

The members of the Board of Directors shall serve for terms of two (2) years. No member shall serve more than two (2) consecutive terms. One half of the seats of the Board may be elected each year.

Officers shall be members of the Board of Directors and shall hold office for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 6. Nominations

Nominations for the Board of Directors may be made in writing to the Nominating and Review Committee at any time during the year. All nominations made during the year must follow the nominations and review process as stated in the bylaws.

All candidates must submit a written application of qualifications to the Nominating and review Committee.

Section 6.1 Review of Nominees

Nominees for positions on the Board of Directors must be approved by the Nominating and Review Committee. Nominations may be accepted from the floor of the October and November General Membership meetings for election at the following December General Membership meeting. Candidates, which are nominated from the floor, must submit to review by the Nominating and Review Committee before the December election.

Section 7. Elections

Elections for the Board of Directors shall take place at the December Meeting of the General Membership. Elections shall be by secret ballot. All persons certified by the Board Secretary may vote for the Board of Directors.

Section 8. Meetings

The Board shall meet at least monthly. Special meetings of the Board of directors may be called at any time by a Co-Chair or by any two Directors. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8.1 Notice

All Directors shall be given at least 10 (ten) and no more than 50 (fifty) days notice of annual meetings and at least 2 (two) and no more than 50 (fifty) days notice of special meetings. Notice of meetings may be given personally or by first class mail, telephone, telegram, cable, telex or facsimile transmission and shall be deemed given when mailed or when the telegram, cablegram, telephone, telex or facsimile transmission is sent, addressed to the Director at her or his business or residence address. Neither the business to the transacted at, nor the purpose of any meeting of the Board need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal or election of Directors; the removal or election of officers; amendments to the Bylaws; or amendments to the Articles of Incorporation. Notice of any such meeting or of the purpose of a special meeting may be waived by an instrument in writing.

Section 8.2 Waiver

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 9. Quorum

A quorum for the transaction of any business shall be a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have 1 (one) vote.

Section 10. Actions by Directors Without a Meeting

Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if prior consent in writing, setting forth the action so taken, shall be signed by all Directors. The written consent shall be filed with the minutes of the proceedings of the Board of Directors. All reasonable attempts shall be made by the Board Secretary to contact Board member and obtain a written vote. A quorum of the Board members must affirmatively vote in writing for the action to be carried out.

Section 11. Telephone and Similar Meetings

Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 12. Bank Appointment

The Directors of the corporation may, by majority vote in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than $10,000,000 as fiscal agent of the corporation and delegate to such bank or trust company the custody and routine management of the corporation's funds, subject to the direction and supervision of the Board of Directors. The Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the corporation's funds subject to the direction and supervision of the Directors.

Section 13. Finance

Section 13.1 Financial Reporting

The Board of Directors of ITLA shall publish a preliminary financial report of the Annual Weekend event within 30-60 days of the event Financial statements shall be prepared within one month of the fiscal year end. The outgoing treasurer shall turn over all ITLA documents to the new treasurer and/or CFO at least by January 1st of the new term of office.

Section 13.2 Inspection of Books and Records

Every Board member shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind the physical properties of the ITLA. This inspection by a Board member may be made in person or by an agent or attorney, with the right to copy and make extracts of documents.

Section 14. Compensation

The Directors of this corporation shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the corporation. A Director may not serve on the staff of the corporation.

Section 15. Attendance at Board of Directors Meetings

To maintain voting eligibility, a Board of Directors member must attend at least two (2) General Membership meetings per quarter and attend at least nine (9) Board of Directors meetings in a Calendar year.

The calendar year for the purpose of computing compliance begins in January to coincide with the fiscal year.

The Co-Chairs may waive the above requirements incase of personal emergency.

Section 16. Resignation

A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to a Co-Chair or to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 17. Vacancies

Vacancies occurring in the Board membership may be left unfilled until successors are elected at the next December General Meeting or may be appointed by the Board to complete the balance of the un-expired term. Appointees to the Board must submit to review by the Nominating and Review Committee before taking office. All other vacancies within the organization shall be filled in the manner described for that office.

Section 18. Removal

The Board of Directors, a quorum being present, may by a 2/3 (two-thirds) vote remove a Director from the Board for cause, provided notice has been given to the Director to be removed, and provided said Director has had an opportunity to be heard.

ARTICLE III: OFFICERS

Section 1. Officers

The Board of Directors shall elect the officers of ITLA. The officers shall be the Co-Chairs, Secretary, and a Chief Financial Officer.

Section 1.1 Co-Chairs

The Co-chairs shall be equal power and different gender. The Co-chairs shall, subject to the control of the Board, have the following powers and duties:

1. To preside at all regular and special meetings of the Board and call special Meetings of the same.
2. To sign contracts and other instruments connected with the business affairs and professional activities of ITLA. All contracts shall require approval of the Board.

3. To serve as the official representatives and spokesperson or appoint an official representative or spokesperson of ITLA for all media statements and at such meetings of other groups as may be designated by the Board of Directors.
4. To promote the interests of ITLA and to be responsible for the progress and work of ITLA.
5. To be an ex-officio member of all committees except the Nominating and Review Committee.
6. To be an ex-officio member of the Planning Committee. Will assume the duties of the Executive Director and/or Associate Director or appoint a volunteer to assume the position(s) in the event the position(s) becomes vacant.

Section 1.2 Secretary

The Secretary shall have the following powers and duties:

1. To maintain an accurate roster of the membership of the Board and voting eligibility of the General Membership.
2. To accurately record the minutes of the proceedings of all regular and special meetings of the Board.
3. To give notice of all meetings of the Board and the General Membership required by the bylaws.
4. To keep the seal and records of ITLA in safe custody.

Section 1.3 Chief Financial Officer

The Chief Financial Officer shall have the following powers and duties:

1. To serve as the Treasurer of the Planning Committee.
2. To serve as chair of the Budget and Finance Committee.
3. To exercise general supervision over the receipts and disbursements of all funds of ITLA.
4. To deposit all money and valuables in the name and to the credit of the ITLA in such depositories as may be designated by the Board.
5. To pay the bills of ITLA and to keep a record of the same.
6. To submit a report of receipts, expenditure and condition of assets monthly to the board.
7. To prepare for submission all necessary books, vouchers and records for audit by an independent Certified Public Accountant at the end of each term of office or upon request by two-thirds (2/3) vote of the seats of the Board.
8. To maintain ITLA non-profit and corporate status.
9. All Financial Disbursement must comply with the Financial Procedure of ITLA, Policies and Procedures.

Section 2. Compensation

No officer shall for any reason be entitled to receive any salary or compensation for the performance of her/his duties, but nothing herein shall be construed to prevent an officer or

director from receiving any compensation from the corporation for duties other than that of Director or Officer.

Section 3. Debt Limit

No officer of the corporation shall be authorized to incur debts on behalf of the corporation without prior approval of a majority of the Executive Committee.

Section 4. Executive Committee

The Executive Committee is composed of the Board of Directors officers, the Executive Director and Associate Director of the corporation. The Executive Committee is empowered to act as representative of the Board of Directors on business occurring between regular Board of Directors meetings. These actions are subject to the review or approval of the Board of Directors at the next Board of Directors meeting. A simple majority of Executive Committee members constitutes a quorum for the transaction of all business. Each Executive Committee member shall have one (1) vote.

ARTICLE IV: COMMITTEES

Section 1. Standing Committees

The Standing Committees of ITLA shall include: Budget and Finance Committee, Nominating and Review Committee and the Planning Committee. The Chairs or Co-Chairs of the Standing Committees shall be selected by the Board of Directors, subject to review of the General Membership.

Section 1.1 Meetings

The Standing Committees shall meet at least quarterly. The Chairs, CO-Chairs or a majority of the members of a Standing Committee may call a special meeting of that committee at any time.

Section 1.2 Quorum

At any meeting of Standing Committees a simple majority of members of the committee shall constitute a quorum.

Section 1.3 Budget and Finance Committee

Section 1.3.1 Composition

The Budget and Finance Committee shall be composed of the Chief Financial Officer of the Board of Directors, who will serve as chair, the Treasurer of the Planning

Committee and up to five (5) at-large members. Budget and Finance Committee members may be drawn from the Board of Directors, the General Membership, or any persons, with financial experience, appointed by the Board of Directors.

Section 1.3.2 Duties/Powers

The Budget Finance Committee is responsible for recommending fiscal policy for the smooth financial operation of ITLA. Within the policies and priorities established by the General Membership and the Board of Directors, the Budget Finance Committee shall have the following responsibilities:

1. To create and publish an annual budget for ITLA.
2. To conservatively estimate each year's income.
3. To develop plans for increasing revenues.
4. To review the yearly budgets of each committee and subcommittee, and recommend amendments when necessary.
5. To receive and review mid-year budget revisions from each committee and subcommittee if earlier estimate have been inaccurate.
6. To publish the financial statements of ITLA within one month of the annual Weekend event.

Section 1.4 Nominating and review Committee

Section 1.4.1 Composition

The Nominating and Review Committee shall be a standing committee of ITLA, which shall be composed of at least five (5) at-large general members and two (2) members of the Board of Directors who are currently not up for re-election and no more than eleven (11) members. The Nominating and Review Committee shall be elected by the General Membership at the November or December General Meeting.

Section 1.4.2 Duties

Within the policies and priorities set by the General Membership, the Nominating and Review Committee shall have the following responsibilities:

1. To solicit qualified candidates to be nominated for election to the Board of Directors.
2. To request nominations from the diverse groups of the community, including, but not limited to: people of color organizations, Aids advocacy organizations, Lesbian, Gay men, Bisexual and Transgendered social organizations.
3. To review the written qualifications of all candidates for the Board of Directors.
4. To interview all candidates for the Board of Directors to ensure that all requirements for Board positions are met.
5. To strive to achieve gender parity on the Board of Directors.
6. To submit to the General Membership a slate of qualified candidates for the Board of Directors.

Section 1.4.3 Terms of Office

Members of the Nominating and Review Committee shall serve for one (1) year. Terms shall be limited to three (3) years.

Section 1.5 Planning Committee

Section 1.5.1 Composition

The Planning Committee shall be a standing committee of ITLA, which is composed of its officers (Executive Director, Associate Director, Correspondence Secretary, Recording Secretary and Treasurer), the chairs of the Standing Subcommittees and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee will be elected/appointed by the Board of Directors based on qualifications.

Section 1.5.2 Duties/Powers

Within the policies and priorities established by the General Membership and the Board of Directors, the Planning Committee shall have the following powers and duties:

1. To create and operate the annual Weekend events. These events may include, but are not limited to: the rallies, shows, dances, ceremonies and special events.
2. To create comprehensive written plans of Weekend events for review by the Board of Directors.
3. To provide budgets for the Weekend events to the Budget and Finance Committee.

All officers of the Planning Committee shall serve for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 1.5.3 Officers of the Planning Committee

The officers of the Planning Committee shall be an Executive Director, Associate Director, Correspondence Secretary, Recording Secretary, Treasurer and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee shall be responsible for appointing/electing the chairs of all subcommittees and shall serve as liaisons to the Board of Directors.

Executive Director

The Executive Director shall, subject to the control of the Board, have the following powers and duties

1. To serve as the Chair of the Planning Committee.

2. To call and preside over all regular and special meetings of the Planning Committee.
3. To provide continuity and structure to the Standing Subcommittees.
4. To obtain approval, from the Board of Directors, for all subcommittee plans before implementation.
5. To provide a comprehensive plan of all major Weekend activities to the Board of Directors.
6. Member of the Executive Committee.
7. Ex-officio member of the Board of Directors.
8. The Co-Chairs of the Board of Directors will assume the duties of the Executive Director or appoint the Associate Director or a volunteer to assume the position in the event the position becomes vacant.

Associate Director

The Associate Director of the Planning Committee shall be of different gender than the Executive Director. The Associate Director assumes the position of the Executive Director for the following organizational year. The Associate Director shall be, subject to the control of the Board, and have the following powers and duties:

1. To serve in the absence of the Executive Director.
2. Shall assume the Executive Directors position upon appointment by the Co-Chairs in the event of a vacancy of that position.
3. Member of the Executive Committee.
4. Ex-officio member of the Board of Directors.
5. To assist the Executive Director in providing continuity and structure to the Standing Subcommittees.

Correspondence Secretary

The Correspondence Secretary of the Planning Committee shall, subject to the control the Board, have the following powers and duties:

1. To be responsible for thank-you letters of acknowledgment and correspondence on behalf of the Planning Committee and its officers. All official Planning Committee correspondence shall require the signature of the Executive Director and/or the Co-Chairs of the Board of Directors.
2. To provide written agendas for all regular meeting of the Planning Committee.
3. To maintain and distribute a calendar of all events relating to the Weekend Celebration including fundraising events and weekend related community events.
4. To work with various Weekend committees to list meeting times and places of Weekend committees meetings and functions.

Recording Secretary

The Recording Secretary of the Planning Committee shall, subject to the control of the Board, have the following powers and duties:

1. To maintain minutes of all regular and special meetings of the Planning Committee;
2. To maintain written copies of all Standing Subcommittee meeting minutes;
3. To be responsible for delivering a copy (i.e., mailing) of all minutes of Planning Committee meetings within two (2) weeks after each meeting to the Officers of the Planning Committee.

Treasurer

The Treasurer of the Planning Committee shall, subject to the control of the Board of Directors, have the following powers and duties:

1. To serve as the Chief Financial Officer - Board of the Directors.
2. To provide a written budget to be approved by the Budget and Finance Committee by January 1st of each year.
3. To maintain accurate records and receipts for all credits and debits within ITLA bank accounts. This includes maintenance of the checking account and documentation for all reimbursements.
4. To provide written financial reports at all Planning Committee meetings and Board of Directors meetings.
5. To prepare financial statements and close all financial books within one month of the fiscal year end.
6. To publish a preliminary financial report within 30-60 days of the August September Weekend events.
7. To be responsible for signing all checks on behalf of ITLA. Checks must also include at least one (1) signature of the Co-Chairs of the Board of Directors.
8. To maintain inventory of all items owned or purchased by the organization.
9. To serve as a member of the Budget and finance Committee.

The outgoing treasurer shall turn over all ITLA documents to the new treasurer by the new term of office January 1. All Financial Disbursements must comply with the Financial Procedures of ITLA Policies and Procedures.

Section 2. Subcommittees

Operational tasks for the Annual Weekend events shall be handled through standing and ad hoc subcommittees of the Planning Committee. Each standing subcommittee shall have one (1) vote on the Planning Committee.

Section 2.1 Standing Subcommittees

In order to best utilize the resources of ITLA; the Planning Committee shall establish the following standing subcommittees:

- Art and Graphics
- Setup and Cleanup

- Community Liaisons
- Entertainment
- Environmental
- First Aid
- Fundraising
- Logistics
- Marketing
- Hospitality
- Physically Challenged
- Program Coordinators
- Public Relations
- Security
- Transportation
- Vendor
- Volunteer Coordination

Section 2.2 Ad hoc Subcommittees

The Officers of the Planning Committee may establish and dissolve ad hoc subcommittees and task forces based on the needs of the organization. These subcommittees and task forces shall be accountable to the Planning Committee in all matters. The Officers of the Planning Committee shall also fill any vacancies on these ad hoc subcommittees as needed.

Section 2.3 Subcommittee Chairs

Subcommittee chairs shall be appointed by the Officers of the Planning Committee with the approval of the Board of Directors. Subcommittee chairs sit as voting members of the Planning Committee. Unless approved by a simple majority of the Planning Committee, chairs may only chair one subcommittee. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Planning Committee. The term of Subcommittee Chair shall be January 1 - December 31.

Section 2.3.1 Duties

Subcommittee Chairs shall have the following responsibilities:

1. To represent the subcommittee at all meetings of the Planning Committee (an alternative representative may be designated);
2. To notify subcommittee members and Planning Committee Recording Secretary of all subcommittee meetings and the results of those meetings;
3. To coordinate all subcommittee activities;
4. To present budgetary needs as determined by the subcommittee to the Treasurer of the Planning Committee;
5. To notify the Treasurer of the Planning Committee of the location of all properties purchased and/or used by the subcommittee;
6. To manage all expenses and financial commitments within the budget approved by the Budget and Finance Committee;
7. To issue correspondence requesting information or quotes regarding rental or purchase for the Weekend events;
8. To file copies of any correspondence issued with the Correspondence Secretary.
9. To perform all responsibilities outlined in the description above or delegated by the Planning Committee to the subcommittee.

Section 2.4 Subcommittee Membership

Subcommittee membership shall determine by the subcommittee chairs in consultation with the Co-Chairs of the Board of Directors and the Executive Director. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Operations Committee

Section 2.5 Subcommittee Duties and Responsibilities

Duties and responsibilities of the subcommittee of the Planning Committee shall be designated by the Officers of the Planning Committee, Executive Director and the Co-Chairs of the Board of Directors.

Section 3. Committees

The Board of Directors may establish from time to time other committees of the corporation. No committee shall have authority as to any of the following matters;

1. The dissolution, merger, or consolidation of the corporation;
2. the amendment of the Articles of Incorporation;
3. the sale, lease or exchange of all or substantially all of the property of the corporation;
4. the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
5. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
6. the amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board; or
7. the indemnification of any person or entity;
8. the setting or changing of any salaries; and
9. the determination or establishment of any offices or places of business of the corporation;
10. or anything inconsistent with the Articles or Bylaws of the corporation.

ARTICLE V: MEMBERSHIP

Section 1. Designation of Membership

Any person or organization with an interest in the purpose of ITLA shall be considered a part of the General Membership. ITLA shall not disclose the name of the members outside the committee without their consent.

Section 2. Voting Eligibility

Any General member may establish or re-establish voting eligibility by attending two consecutive General Membership Meetings. To maintain voting eligibility, a General member must attend at least one (1) General Membership Meeting per quarter.

The calendar year for the purposes of computing compliance begins in January to coincide with the fiscal year.

Section 3. Quorum

A quorum shall be a majority of the Membership entitled to vote. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Membership may act upon a majority vote.

Section 4. Resignation

A member may resign by filing a written notice of resignation with the Corresponding Secretary of the corporation. Resignation by a member does not relieve such member of any obligation for charges incurred, services or benefits rendered, due, assessments, or fees, or arising from a contact, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 5. Suspension, Termination, and Expulsion

The Board of Directors may suspend, terminate, or expel a member upon fifteen (15) days prior written notice of the suspension, termination, or expulsion, and the reasons therefor; and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, termination, or expulsion by the Board of Directors. Notice of the suspension, termination, or expulsion shall be sent by first-class or certified mail to the last address of the member shown on the corporation's records. Any proceeding challenging a suspension, termination, or expulsion, including a proceeding in which defective notice is alleged, must be commenced within 1 (one) year after the effective date of the suspension, termination, or expulsion. Suspension, termination, or expulsion of a member does not relieve such member of any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from a contract, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 6. Liability

No member of the corporation is, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

Section 7. Meetings

Meetings of the General Membership shall be lead by the Co-Chairs of the Board of Directors monthly. These meetings shall include reporting of the progress of the activities and financial operations of the organization. Any other business deemed appropriate may come before the meeting.

Section 7.1 Annual Meeting

The Annual General meeting of the Membership of the corporation shall be held every December. This meeting shall also advise the General Membership of the officers of the Board of Directors, Executive Director and Planning Committee Subcommittee Chairs for the term of office January 1 - December 31. At the December General meeting, the members shall elect the Board of Directors.

Section 7.1.2. Notice of the Annual Meetings

Notice of the annual meetings in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principle office of the corporation in the State of Georgia.

Section 7.2 Special Meetings

Special meeting of the Membership may be called by a Co-Chair, by at least 1/3 (one-third) of the Board, or upon written petition of 15% (fifteen percent of the Membership. The corporation shall notify members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting that must be approved by the members. Notice of a special meeting includes a description of matter or matters for which the meeting is called. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. Waiver

Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Attendance by a member at a meeting waives objection to consideration of a particular meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE VI: CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts and Instruments

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or defined in specific instances.

Section 2. Checks, Deposits and Funds

All checks, drafts, or orders for the payment of money, notes or other evidences of indebt ness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of

Directors, such instruments shall be signed by the CFO/Treasurer and at least one of the Co-Chairs of the Board of Directors.

ARTICLE VII: INDEMNIFICATION

Section 1. Indemnification

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee, or agent of the corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of her or his having heretofore or hereafter been a director, officer, employee, or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her.

ARTICLE VIII: AMENDMENTS

Section 1. Articles

The Articles of Incorporation may be altered, amended, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the Board of Directors, at a general or special meeting, provided that written notification of the vote is provided at least 30 (thirty) days prior to such meeting.

Section 2. Bylaws

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the eligible voting general members of the corporation, at an annual or special meeting, or by written ballot provided that written notification of the vote to the eligible voting general members is provided at least 30 (thirty) days prior to such meeting. Public notice or such amendments may also be placed in the community's media.

ARTICLE IX: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes.

ARTICLE X: RULES OF ORDER

All meetings shall be conducted in accordance with Robert's Rules of Order or such other parliamentary guide as chosen. The Chairs of the meeting may appoint a parliamentarian to aid in conducting meetings.

ARTICLE XI: STAFF

The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of ITLA business.

The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, advertising, and terminations shall be in accordance with a policy of Non-discrimination clause as described in Article I, Section 5. of these bylaws.

Bylaws
of
In The Life Atlanta
(The "Corporation")

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. Name and Charter
The name of this organization shall be the In The Life Atlanta, Inc., hereafter referred to as ITLA. Itla is a non-profit corporation organized under the laws of Georgia exclusively for charitable, educational and social purposes. It may hold property and hold title to property. It shall not attempt to influence legislation.

Section 2. Location
The principle office of the corporation shall be in the City of Atlanta, State of Georgia.

Section 3. Tax-Exempt Status
The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary and educational purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as "the Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary and educational purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501(j) of the Code, to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

Section 4. Purpose
The main purpose of ITLA is to promote unity, visibility and self-esteem among lesbians, gay men, bisexuals and transgendered persons of African desent and to promote a positive image of lesbians, gay men, bisexuals and transgendered persons of African desent.

Section 4.1 Mission

The main mission of ITLA will be to, strive to educate, to empower, and inform the lesbians, gay men, bisexuals and transgendered persons of African Desent community about HIV/AIDS issues, individual pride, and self empowerment. ITLA aims to promote unity through coalition, buidling with existing and future people of color organizations.

Section 4.2 Values

Itla values the diversity of Atlanta's Lesbian, Gay men, Bisexual and Transgendered of African desent Communities, and believes that the right to love, intimacy, friendship and privacy is fundamental to personal happiness and well being. Accordingly, ITLA will encourage inclusion among these diverse groups and peoples. Central to these values are:

1. The end of discrimination based on sexual orientation, gender identification, race, age, creed, national or cultural origin, sex, physical ability or health status.
2. The end of hate motivated violence.
3. Equal protection under the law.
4. Recognition of Lesbian, Gay men, Bisexual and Transgendered families.
5. Implementation of progressive and effective AIDS and health polices.
6. Elimination of laws which criminalize lesbian or gay sexuality between consenting adults.
7. The ability to live openly and freely.

Section 5. Non-Discrimination Clause

In all of its activities, efforts, policies, and in the composition of communities, ITLA shall have as a central purpose the achievement of gender party through active recruitment. ITLA shall not discriminate with regard to age, race, sex, creed, national or cultural origin, sexual orientation, gender identification, physical ability or health status.

Section 6. Registered Office and Agent: Other Offices

The corporation shall maintain a registered office as required by statue, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principle office, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may also have offices and places of business at such other places within or without the City of Atlanta as the Membership may from time to time determine.

Section 7. Organization

Itla shall be composed of:

1. General Membership which is the ultimate authority and beneficiary for ITLA functions,

2. Board of Directors, elected by the General Membership, which shall have administrative responsibility for the function of the organization and
3. Standing Committees including but not limited to: the Budget and Finance Committee, Nominating and Review Committee, Public Relations Committee, Outreach/Diversity Committee and the Planning Committee.

Section 8. Records, Minutes and Books

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principle office a record giving names, address, and telephone numbers of the Board of Directors.

Section 9. Execution of Documents

Any conveyances of property by ITLA and all contracts, checks, notes, or actions of like character issued or entered into by ITLA shall be signed on behalf of ITLA by such officer and/or officers and/or employees of ITLA as the Board of Directors may designate by appropriate resolution. All such documents issued by ITLA shall be attested by such officer and/or officers and/or employees as the Board of Directors may designate.

Section 10. Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 30.

Section 11. Governing Instruments.

The corporation shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become *effective on May 19, 1996.*

ARTICLE 11: DIRECTORS

Section 1. Policies and Procedures

The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the corporation, shall determine its policies or changes therein, supervise the disbursement of its funds; and shall actively prosecute its purpose and objectives. The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, provide that such rules and policies do not conflict with any provision of these bylaws. Such rules, policies and procedures shall be known and designated as ITLA Policies & Procedures. The Board of Directors may delegate authority and responsibility to executive and other committees.

Section 2. Duties/Powers

Within the policies and priorities established by the General Membership, the Board of Directors shall have the following responsibilities:

1. To uphold the Mission & Purpose of ITLA:
   a. To develop policy and long range plans reflective of the priorities and objectives of ITLA's Mission and Purpose as stated in Article II of these bylaws;
   b. To exercise all of the powers of ITLA and to supervise and control its business and affairs;
   c. To remove, if necessary, any Officer of the Planning Committee for malfeasance in performance, for repeated absenteeism, or other just cause. Removal shall require a two-thirds (2/3) vote of the filled seats of the Board of Directors;
   d. To review the overall plans of the Planning Committee for consistency with the stated Mission and Purpose of ITLA;
   e. To review all ITLA events involving local, state or national elected officials or any sort of partisan politics;

2. To Represent the General Membership within the Organization:
   a. To solicit and review suggestion from the General Membership, and facilitate implementation;
   b. To call and conduct meetings of the General Membership;
   c. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of ITLA;
   d. To select or appoint a committee to select the speakers for the Weekend events;
   e. To establish and dissolve ad hoc committees and task forces based on the needs of the Organization. These ad hoc committees and task forces are accountable to the Board of Directors in all matters. The Board of Directors will also fill any vacancies on these ad hoc sub committees as needed;

3. Conduct and manage the business of ITLA and plan for its future:
   a. To call special meetings of the Board provided notice of such meetings shall be given to all board members in accordance with Article II, Section 8 these bylaws;
   b. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws;
   c. To represent ITLA in the community and to maintain its relationships with other organizations;
   d. To develop and implement such staffing plans as may become necessary;

e. To develop and implement a program for Corporate Sponsorship of ITLA activities, and to assume primary responsibility for such program;
f. To elect, appoint or hire the Officers of the Planning Committee with approval of the General Membership. In making appointments, the Co-Chairs and Board of Directors shall give consideration to membership qualifications, competence, and experience.

4. To oversee the finances of ITLA:
a. To incur indebtedness in the name of ITLA for such sums as are necessary for current operations and any sums for a major project of the ITLA;
b. To approve the financial budgets, supervise receipts and expenditures, and to set up proper procedures for the collection, safekeeping and accounting of all funds of ITLA. These duties are overseen by the Budget and Finance Committee, with final approval by the Board of Directors.

5. To create, implement and manage any staffing arrangements:
a. The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of the ITLA business.
b. The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, and termination's shall be in accordance with a policy of Equal Opportunity as described in Article I, Section 5. of these bylaws.

Section 3. Composition

Itla shall be governed by a board of directors comprised of at least eleven (11) and no more than twenty-one (21) people including Co-Chairs, Secretary, Chief Financial Officer and at-large members. Board members shall serve without compensation. The members of the board of directors shall, as much as possible, reflect the diverse groups within Atlanta's Lesbian, Gay men, bisexual and Transgendered Community.

Section 4. Qualifications

All voting positions on the Board of Directors must be filled by candidates who meet the following qualifications:

1. have submitted to the reviewing process of the Nominations and Review Committee;
2. shall not be paid employees of ITLA;

3. have shown a dedication for and a willingness to support the purpose, mission and goals of ITLA;
4. have studied and agreed to abide by the bylaws and policies and procedures of ITLA;
5. are representatives of organizations that advocate, serve or are composed of members of Atlanta's Lesbian, Gay men, Bisexual and Transgendered community or posses skills deemed useful for the proper functioning of ITLA;
6. demonstrate a willingness to commit the considerable time and energy necessary for a successful organization.
7. Have reached the age of 18 at the time of election to the Board of Directors of ITLA.

Section 5. Terms of Office

The members of the Board of Directors shall serve for terms of two (2) years. No member shall serve more than two (2) consecutive terms. One half of the seats of the Board may be elected each year.

Officers shall be members of the Board of Directors and shall hold office for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 6. Nominations

Nominations for the Board of Directors may be made in writing to the Nominating and Review Committee at any time during the year. All nominations made during the year must follow the nominations and review process as stated in the bylaws.

All candidates must submit a written application of qualifications to the Nominating and review Committee.

Section 6.1 Review of Nominees

Nominees for positions on the Board of Directors must be approved by the Nominating and Review Committee. Nominations may be accepted from the floor of the October and November General Membership meetings for election at the following December General Membership meeting. Candidates which are nominated from the floor must submit to review by the Nominating and Review Committee before the December election.

Section 7. Elections

Elections for the Board of Directors shall take place at the December Meeting of the General Membership. Elections shall be by secret ballot. All persons certified by the Board Secretary may vote for the Board of Directors.

Section 8. Meetings

The Board shall meet at least monthly. Special meetings of the Board of directors may be called at any time by a Co-Chair or by any two Directors. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8.1 Notice

All Directors shall be given at least 10 (ten) and no more than 50 (fifty) days notice of annual meetings and at least 2 (two) and no more than 50 (fifty) days notice of special meetings. Notice of meetings may be given personally or by first class mail, telephone, telegram, cable, telex or facsimile transmission and shall be deemed given when mailed or when the telegram, cablegram, telephone, telex or facsimile transmission is sent, addressed to the Director at her or his business or residence address. Neither the business to the transacted at, nor the purpose of any meeting of the Board need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal or election of Directors; the removal or election of officers; amendments to the Bylaws; or amendments to the Articles of Incorporation. Notice of any such meeting or of the purpose of a special meeting may be waived by an instrument in writing.

Section 8.2 Waiver

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 9. Quorum

A quorum for the transaction of any business shall be a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have 1 (one) vote.

Section 10. Actions by Directors Without a Meeting

Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if prior consent in writing, setting forth the action so taken, shall be signed by all Directors. The

written consent shall be filed with the minutes of the proceedings of the Board of Directors. All reasonable attempts shall be made by the Board Secretary to contact Board member and obtain a written vote. A quorum of the Board members must affirmatively vote in writing for the action to be carried out.

Section 11. Telephone and Similar Meetings

Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 12. Bank Appointment

The Directors of the corporation may, by majority vote in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than $10,000,000 as fiscal agent of the corporation and delegate to such bank or trust company the custody and routine management of the corporation's funds, subject to the direction and supervision of the Board of Directors. The Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the corporation's funds subject to the direction and supervision of the Directors.

Section 13. Finance

Section 13.1 Financial Reporting

The Board of Directors of ITLA shall publish a preliminary financial report of the Annual Weekend event within 30-60 days of the event Financial statements shall be prepared within one month of the fiscal year end. The outgoing treasurer shall turn over all ITLA documents to the new treasurer and/or CFO at least by January 1 of the new term of office.

Section 13.2 Inspection of Books and Records

Every Board member shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind the physical properties of the ITLA. This inspection by a Board member may be made in person or by an agent or attorney, with the right to copy and make extracts of documents.

Section 14. Compensation

The Directors of this corporation shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the corporation. A Director may not serve on the staff of the corporation.

Section 15. Attendance at Board of Directors Meetings

To maintain voting eligibility, a Board of Directors member must attend at least two (2) General Membership meetings per quarter and attend at least nine (9) Board of Directors meetings in a Calendar year.

The calendar year for the purpose of computing compliance begins in January to coincide with the fiscal year.

The Co-Chairs may waive the above requirements incase of personal emergency.

Section 16. Resignation

A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to a Co-Chair or to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 17. Vacancies

Vacancies occurring in the Board membership may be left unfilled until successors are elected at the next December General Meeting or may be appointed by the Board to complete the balance of the unexpired term. Appointees to the Board must submit to review by the Nominating and Review Committee before taking office. All other vacancies within the organization shall be filled in the manner described for that office.

Section 18. Removal

The Board of Directors, a quorum being present, may by a 2/3 (two-thirds) vote remove a Director from the Board for cause, provided notice has been given to the Director to be removed, and provided said Director has had an opportunity to be heard.

ARTICLE III: OFFICERS

Section 1. Officers

The Board of Directors shall elect the officers of ITLA. The officers shall be the Co-Chairs, Secretary, and a Chief Financial Officer.

Section 1.1 Co-Chairs

The Co-chairs shall be equal power and different gender. The Co-chairs shall, subject to the control of the Board, have the following powers and duties:

1. To preside at all regular and special meetings of the Board and call special Meetings of the same.
2. To sign contracts and other instruments connected with the business affairs and professional activities of ITLA. All contracts shall require approval of the Board.
3. To serve as the official representatives and spokesperson or appoint an official representative or spokesperson of ITLA for all media statements and at such meetings of other groups as may be designated by the Board of Directors.
4. To promote the interests of ITLA and to be responsible for the progress and work of ITLA.
5. To be an ex-officio member of all committees except the Nominating and Review Committee.
6. To be an ex-officio member of the Planning Committee.
7. Will assume the duties of the Executive Director and/or Associate Director or appoint a volunteer to assume the position(s) in the event the position(s) becomes vacant.

Section 1.2 Secretary

The Secretary shall have the following powers and duties:

1. To maintain an accurate roster of the membership of the Board and voting eligibility of the General Membership.
2. To accurately record the minutes of the proceedings of all regular and special meetings of the Board.
3. To give notice of all meetings of the Board and the General Membership required by the bylaws.
4. To keep the seal and records of ITLA in safe custody.

Section 1.3 Chief Financial Officer

The Chief Financial Officer shall have the following powers and duties:

1. To serve as the Treasurer of the Planning Committee.
2. To serve as chair of the Budget and Finance Committee.

3. To exercise general supervision over the receipts and disbursements of all funds of ITLA.
4. To deposit all money and valuables in the name and to the credit of the ITLA in such depositories as may be designated by the Board.
5. To pay the bills of ITLA and to keep a record of the same.
6. To submit a report of receipts, expenditure and condition of assets monthly to the board.
7. To prepare for submission all necessary books, vouchers and records for audit by an independent Certified Public Accountant at the end of each term of office or upon request by two-thirds (2/3) vote of the seats of the Board.
8. To maintain ITLA non-profit and corporate status.
9. All Financial Disbursement must comply with the Financial Procedure of ITLA, Policies and Procedures.

Section 2. Compensation

No officer shall for any reason be entitled to receive any salary or compensation for the performance of her/his duties, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the corporation for duties other than that of Director or Officer.

Section 3. Debt Limit

No officer of the corporation shall be authorized to incur debts on behalf of the corporation without prior approval of a majority of the Executive Committee.

Section 4. Executive Committee

The Executive Committee is composed of the Board of Directors officers, the Executive Director and Associate Director of the corporation. The Executive Committee is empowered to act as representative of the Board of Directors on business occurring between regular Board of Directors meetings. These actions are subject to the review or approval of the Board of Directors at the next Board of Directors meeting. A simple majority of Executive Committee members constitutes a quorum for the transaction of all business. Each Executive Committee member shall have one (1) vote.

ARTICLE IV: COMMITTEES

Section 1. Standing Committees

The Standing Committees of ITLA shall include: Budget and Finance Committee, Nominating and Review Committee and the Planning Committee. The Chairs or Co-Chairs of the

Standing Committees shall be selected by the Board of Directors, subject to review of the General Membership.

Section 1.1 Meetings

The Standing Committees shall meet at least quarterly. The Chairs, CO-Chairs or a majority of the members of a Standing Committee may call a special meeting of that committee at any time.

Section 1.2 Quorum

At any meeting of Standing Committees a simple majority of members of the committee shall constitute a quorum.

Section 1.3 Budget and Finance Committee

Section 1.3.1 Composition

The Budget and Finance Committee shall be composed of the Chief Financial Officer of the Board of Directors, who will serve as chair, the Treasurer of the Planning Committee and up to five (5) at-large members. Budget and Finance Committee members may be drawn from the Board of Directors, the General Membership, or any persons, with financial experience, appointed by the Board of Directors.

Section 1.3.2 Duties/Powers

The Budget Finance Committee is responsible for recommending fiscal policy for the smooth financial operation of ITLA. Within the policies and priorities established by the General Membership and the Board of Directors, the Budget Finance Committee shall have the following responsibilities:

1. To create and publish an annual budget for ITLA.
2. To conservatively estimate each year's income.
3. To develop plans for increasing revenues.
4. To review the yearly budgets of each committee and subcommittee, and recommend amendments when necessary.
5. To receive and review mid-year budget revisions from each committee and subcommittee if earlier estimate have been inaccurate.
6. To publish the financial statements of ITLA within one month of the annual Weekend event.

Section 1.4 Nominating and review Committee

Section 1.4.1 Composition

The Nominating and Review Committee shall be a standing committee of ITLA which shall be composed of at least five (5) at-large general members and two (2) members of the Board of Directors who are currently not up for re-election and no more than eleven (11) members. The Nominating and Review Committee shall be elected by the General Membership at the November or December General Meeting.

Section 1.4.2 Duties

Within the policies and priorities set by the General Membership, the Nominating and Review Committee shall have the following responsibilities:

1. To solicit qualified candidates to be nominated for election to the Board of Directors.
2. To request nominations from the diverse groups of the community, including, but not limited to: people of color organizations, Aids advocacy organizations, Lesbian, Gay men, Bisexual and Transgendered social organizations.
3. To review the written qualifications of all candidates for the Board of Directors.
4. To interview all candidates for the Board of Directors to ensure that all requirements for Board positions are met.
5. To strive to achieve gender parity on the Board of Directors.
6. To submit to the General Membership a slate of qualified candidates for the Board of Directors.

Section 1.4.3 Terms of Office

Members of the Nominating and Review Committee shall serve for one (1) year. Terms shall be limited to three (3) years.

Section 1.5 Planning Committee

Section 1.5.1 Composition

The Planning Committee shall be a standing committee of ITLA which is composed of its officers (Executive Director, Associate Director, Correspondence Secretary, Recording Secretary and Treasurer), the chairs of the Standing Subcommittees and the Co-Chairs of the Board of Directors as ex-officio

members. The officers of the Planning Committee will be elected/appointed by the Board of Directors based on qualifications.

Section 1.5.2 Duties/Powers

Within the policies and priorities established by the General Membership and the Board of Directors, the Planning Committee shall have the following powers and duties:

1. To create and operate the annual Weekend events. These events may include, but are not limited to: the rallies, shows, dances, ceremonies and special events.
2. To create comprehensive written plans of Weekend events for review by the Board of Directors.
3. To provide budgets for the Weekend events to the Budget and Finance Committee.

All officers of the Planning Committee shall serve for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 1.5.3 Officers of the Planning Committee

The officers of the Planning Committee shall be a Executive Director, Associate Director, Correspondence Secretary, Recording Secretary, Treasurer and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee shall be responsible for appointing/electing the chairs of all subcommittees and shall serve as liaisons to the Board of Directors.

Executive Director

The Executive Director shall, subject to the control of the Board, have the following powers and duties

1. To serve as the Chair of the Planning Committee.
2. To call and preside over all regular and special meetings of the Planning Committee.
3. To provide continuity and structure to the Standing Subcommittees.
4. To obtain approval, from the Board of Directors, for all subcommittee plans before implementation.
5. To provide a comprehensive plan of all major Weekend activities to the Board of Directors.
6. Member of the Executive Committee.
7. Ex-officio member of the Board of Directors.

8. The Co-Chairs of the Board of Directors will assume the duties of the Executive Director or appoint the Associate Director or a volunteer to assume the position in the event the position becomes vacant.

Associate Director

The Associate Director of the Planning Committee shall be of different gender than the Executive Director. The Associate Director assumes the position of the Executive Director for the following organizational year. The Associate Director shall be, subject to the controll of the Board, have the following powers and duties:

1. To serve in the absence of the Executive Director.
2. Shall assume the Executive Directors position upon appointment by the Co-Chairs in the event of a vacancy of that position.
3. Member of the Executive Committee.
4. Ex-officio member of the Board of Directors.
5. To assist the Executive Director in providing continuity and structure to the Standing Subcommittees.

Correspondence Secretary

The Correspondence Secretary of the Planning Committee shall, subject to the control the Board, have the following powers and duties:

1. To be responsible for thank-you letters of acknowledgment and correspondence on behalf of the Planning Committee and its officers. All official Planning Committee correspondence shall require the signature of the Executive Director and/or the Co-Chairs of the Board of Directors.
2. To provide written agendas for all regular meeting of the Planning Committee.
3. To maintain and distribute a calendar of all events relating to the Weekend Celebration including fundraising events and weekend related community events.
4. To work with various Weekend committees to list meeting times and places of Weekend committees meetings and functions.

Recording Secretary

The Recording Secretary of the Planning Committee shall, subject to the control of the Board, have the following powers and duties:

1. To maintain minutes of all regular and special meetings of the Planning Committee;
2. To maintain written copies of all Standing Subcommittee meeting minutes;

3. To be responsible for delivering a copy (i.e., mailing) of all minutes of Planning Committee meetings within two (2) weeks after each meeting to the Officers of the Planning Committee.

Treasurer

The Treasurer of the Planning Committee shall, subject to the control of the Board of Directors, have the following powers and duties:

1. to serve as the Chief Financial Officer - Board of the Directors.
2. To provide a written budget to be approved by the Budget and Finance Committee by January 1st of each year.
3. To maintain accurate records and receipts for all credits and debits within ITLA bank accounts. This includes maintenance of the checking account and documentation for all reimbursements.
4. To provide written financial reports at all Planning Committee meetings and Board of Directors meetings.
5. To prepare financial statements and close all financial books within one month of the fiscal year end.
6. To publish a preliminary financial report within 30-60 days of the August September Weekend events.
7. To be responsible for signing all checks on behalf of ITLA. Checks must also include at least one (1) signature of the Co-Chairs of the Board of Directors.
8. To maintain inventory of all items owned or purchased by the organization.
9. To serve as a member of the Budget and finance Committee.
10. The outgoing treasurer shall turn over all ITLA documents to the new treasurer by the new term of office January 1.
11. All Financial Disbursements must comply with the Financial Procedures of ITLA Policies and Procedures.

Section 2. Subcommittees

Operational tasks for the Annual Weekend events shall be handled through standing and ad hoc subcommittees of the Planning Committee. Each standing subcommittee shall have one (1) vote on the Planning Committee.

Section 2.1 Standing Subcommittees

In order to best utilize the resources of ITLA, the Planning Committee shall establish the following standing subcommittees:

- Art and Graphics
- Community Liaisons
- Setup and Cleanup
- Physically Challenged

- Entertainment
- Environmental
- First Aid
- Fundraising
- Logistics
- Marketing
- Hospitality
- Program Coordinators
- Public Relations
- Security
- Transportation
- Vendor
- Volunteer Coordination

Section 2.2 Ad hoc Subcommittees

The Officers of the Planning Committee may establish and dissolve ad hoc subcommittees and task forces based on the needs of the organization. These subcommittees and task forces shall be accountable to the Planning Committee in all matters. The Officers of the Planning Committee shall also fill any vacancies on these ad hoc subcommittees as needed.

Section 2.3 Subcommittee Chairs

Subcommittee chairs shall be appointed by the Officers of the Planning Committee with the approval of the Board of Directors. Subcommittee chairs sit as voting members of the Planning Committee. Unless approved by a simple majority of the Planning Committee, chairs may only chair one subcommittee. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Planning Committee. The term of Subcommittee Chair shall be January 1 - December 31.

Section 2.3.1 Duties

Subcommittee Chairs shall have the following responsibilities:

1. To represent the subcommittee at all meetings of the Planning Committee (an alternative representative may be designated);
2. To notify subcommittee members and Planning Committee Recording Secretary of all subcommittee meetings and the results of those meetings.
3. To coordinate all subcommittee activities;
4. To present budgetary needs as determined by the subcommittee to the Treasurer of the Planning Committee;
5. To notify the Treasurer of the Planning Cmmittee of the location of all properties purchased and/or used by the subcommittee;
6. To manage all expenses and financial commitments within the budget approved by the Budget and Finance Committee;
7. To issue correspondence requesting information or quotes regarding rental or purchase for the Weekend events;

8. To file copies of any correspondence issued with the Correspondence Secretary.
9. To perform all responsibilities outlined in the description above or delegated by the Planning Committee to the subcommittee.

Section 2.4 Subcommittee Membership

Subcommittee membership shall determine by the subcommittee chairs in consultation with the Co-Chairs of the Board of Directors and the Executive Director. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Operations Committee

Section 2.5 Subcommittee Duties and Responsibilities

Duties and responsibilities of the subcommittee of the Planning Committee shall be designated by the Officers of the Planning Committee, Executive Director and the Co-Chairs of the Board of Directors.

Section 3. Committees

The Board of Directors may establish from time to time other committees of the corporation. No committee shall have authority as to any of the following matters;

1. The dissolution, merger, or consolidation of the corporation;
2. the amendment of the Articles of Incorporation;
3. the sale, lease or exchange of all or substantially all of the property of the corporation;
4. the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
5. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
6. the amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board; or
7. the indemnification of any person or entity;
8. the setting or changing of any salaries; and
9. the determination or establishment of any offices or places of business of the corporation;
10. or anything inconsistent with the Articles or Bylaws of the corporation.

ARTICLE V: MEMBERSHIP

Section 1. Designation of Membership

Any person or organization with an interest in the purpose of ITLA shall be considered a part of the General Membership. Itla shall not disclose the name of the members outside the committee without their consent.

Section 2. Voting Eligibility

Any General member may establish or re-establish voting eligibility by attending two consecutive General Membership Meetings. To maintain voting eligibility, a General member must attend at least one (1) General Membership Meeting per quarter.

The calendar year for the purposes of computing compliance begins in January to coincide with the fiscal year.

Section 3. Quorum

A quorum shall be a majority of the Membership entitled to vote. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Membership may act upon a majority vote.

Section 4. Resignation

A member may resign by filing a written notice of resignation with the Corresponding Secretary of the corporation. Resignation by a member does not relieve such member of any obligation for charges incurred, services or benefits rendered, due, assessments, or fees, or arising from a contact, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 5. Suspension, Termination, and Expulsion

The Board of Directors may suspend, terminate, or expel a member upon fifteen (15) days prior written notice of the suspension, termination, or expulsion, and the reasons therefor; and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, termination, or expulsion by the Board of Directors. Notice of the suspension, termination, or expulsion shall be sent by first-class or certified mail to the last address of the member shown on the corporation's records. Any proceeding challenging a suspension, termination, or expulsion, including a proceeding in which defective notice is alleged, must be commenced within 1 (one) year after the effective date of the suspension, termination, or expulsion. Suspension, termination, or expulsion of a member does not relieve such member of any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from a contract, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 6. Liability

No member of the corporation is, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

Section 7. Meetings

Meetings of the General Membership shall be lead by the Co-Chairs of the Board of Directors monthly. These meetings shall include reporting of the progress of the activities and financial operations of the organization. any other business deemed appropriate may come before the meeting.

Section 7.1 Annual Meeting

The Annual General meeting of the Membership of the corporation shall be held every December. This meeting shall also advise the General Membership of the officers of the Board of Directors, Executive Director and Planning Committee Subcommittee Chairs for the term of office January 1 - December 31. At the December General meeting, the members shall elect the Board of Directors.

Section 7.1.2. Notice of the Annual Meetings

Notice of the annual meetings in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principle office of the corporation in the State of Georgia.

Section 7.2 Special Meetings

Special meeting of the Membership may be called by a Co-Chair, by at least 1/3 (one-third) of the Board, or upon written petition of 15% (fifteen percent of the Membership. The corporation shall notify members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting that must be approved by the members. Notice of a special meeting includes a description of matter or matters for which the meeting is called. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. Waiver

Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Attendance by a member at a meeting waives objection to consideration of a particular meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE VI: CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts and Instruments

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws to enter into any contract

or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or defined in specific instances.

Section 2. Checks, Deposits and Funds

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the CFO/Treasurer and at least one of the Co-Chairs of the Board of Directors.

ARTICLE VII: INDEMNIFICATION

Section 1. Indemnification

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee, or agent of the corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of her or his having heretofore or hereafter been a director, officer, employee, or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her.

ARTICLE VIII: AMENDMENTS

Section 1. Articles

The Articles of Incorporation may be altered, amended, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the Board of Directors, at a general or special meeting, provided that written notification of the vote is provided at least 30 (thirty) days prior to such meeting.

Section 2. Bylaws

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the eligible voting general members of the corporation, at an annual or special meeting, or by written ballot provided that written notification of the vote to the eligible voting general members is provided at least 30 (thirty) days prior to such meeting. Public notice or such amendments may also be placed in the community's media.

ARTICLE IX: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes.

ARTICLE X: RULES OF ORDER

All meetings shall be conducted in accordance with Robert's Rules of Order or such other parliamentary guide as chosen. The Chairs of the meeting may appoint a parliamentarian to aid in conducting meetings.

ARTICLE XI: STAFF

The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of ITLA business.

The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, advertising, and termination's shall be in accordance with a policy of Non-discrimination clause as described in Article I, Section 5. of these bylaws.

Revised May 29, 1996

Bylaws
of
In The Life Atlanta
(The "Corporation")

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1. Name and Charter
The name of this organization shall be the In The Life Atlanta, Inc., hereafter referred to as ITLA. The ITLA is a non-profit corporation organized under the laws of Georgia exclusively for charitable, educational and social purposes. It may hold property and hold title to property. It shall not attempt to influence legislation.

Section 2. Location
The principle office of the corporation shall be in the city of Atlanta, State of Georgia.

Section 3. Tax-Exempt Status
The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary and educational purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as "the Code"): to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively for charitable, scientific, literary and educational purposes, to foster national or international amateur sports competition (within the limitations of Sections 501(c)(3) and 501(j) of the Code, to prevent cruelty to children or animals, to conduct and sponsor educational and instructional activities, to make grants and awards to individuals or organizations for charitable, educational, scientific, literary or cultural purposes, and to engage in any lawful act or activities related to the foregoing which are consistent with the provisions of Section 501(c)(3) of the Code.

Section 4. Purpose
The main purpose of ITLA is to promote unity, visibility and self-esteem among lesbians, gay men, bisexuals and transgendered persons of African desent and to promote a positive image of lesbians, gay men, bisexuals and transgendered persons of African desent.

Section 4.1 Mission
The main mission of ITLA will be to, strive to educate, to empower, and inform the lesbians, gay men, bisexuals and transgendered persons of African desent community about HIV/AIDS issues, individual pride, and self empowerment. ITLA aims to promote unity through coalition, buidling with existing and future people of color organizations.

Section 4.2 Values

The ITLA values the diversity of Atlanta's Lesbian, Gay men, Bisexual and Transgendered of African desent Communities, and believes that the right to love, intimacy, friendship and privacy is fundamental to personal happiness and well being. Accordingly, ITLA will encourage inclusion among these diverse groups and peoples. Central to these values are:

1. The end of discrimination based on sexual orientation, gender identification, race, age, creed, national or cultural origin, sex, physical ability or health status.
2. The end of hate motivated violence.
3. Equal protection under the law.
4. Recognition of Lesbian, Gay men, Bisexual and Transgendered families.
5. Implementation of progressive and effective AIDS and health polices.
6. Elimination of laws which criminalize lesbian or gay sexuality between consenting adults.
7. The ability to live openly and freely.

Section 5. Non-Discrimination Clause

In all of its activities, efforts, policies, and in the composition of communities, the ITLA shall have as a central purpose the achievement of gender party through active recruitment. The ITLA shall not discriminate with regard to age, race, sex, creed, national or cultural origin, sexual orientation, gender identification, physical ability or health status.

Section 6. Registered Office and Agent: Other Offices

The corporation shall maintain a registered office as required by statue, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principle office, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may also have offices and places of business at such other places within or without the city of Atlanta as the Membership may from time to time determine.

Section 7. Organization

The ITLA shall be composed of:

1. General Membership which is the ultimate authority and beneficiary for ITLA functions,
2. Board of Directors, elected by the General Membership, which shall have administrative responsibility for the function of the organization and
3. Standing Committees including but not limited to: the Budget and Finance Committee, Nominating and review Committee, Public Relations Committee, Outreach/Diversity Committee and the Planning Committee.

Section 8. Records, Minutes and Books

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principle office a record giving names, address, and telephone numbers of the Board of Directors.

Section 9. Execution of Documents

Any conveyances of property by the ITLA and all contracts, checks, notes, or actions of like character issued or entered into by the ITLA shall be signed on behalf of the ITLA by such officer and/or officers and/or employees of the ITLA as the Board of Directors may designate by appropriate resolution. All such documents issued by the ITLA shall be attested by such officer and/or officers and/or employees as the Board of Directors may designate.

Section 10. Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 30.

Section 11. Governing Instruments.

The corporation shall be governed by its Articles of Incorporation and its Bylaws. These Bylaws shall become *effective on , 1996.*

ARTICLE 11: DIRECTORS

Section 1. Policies and Procedures

The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the corporation, shall determine its policies or changes therein, supervise the disbursement of its funds; and shall actively prosecute its purpose and objectives. The Board of Directors may adopt by majority vote such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, provide that such rules and policies do not conflict with any provision of these bylaws. Such rules, policies and procedures shall be known and designated as the ITLA Policies & Procedures. The Board of Directors may delegate authority and responsibility to executive and other committees.

Section 2. Duties/Powers

Within the policies and priorities established by the General Membership, the Board of Directors shall have the following responsibilities:

1. To uphold the Mission & Purpose of the ITLA:
    a. To develop policy and long range plans reflective of the priorities and objectives of ITLA's Mission and Purpose as stated in Article II of these bylaws;
    b. To exercise all of the powers of the ITLA and to supervise and control its business and affairs;
    c. To remove, if necessary, any Officer of the Planning Committee for malfeasance in performance, for repeated absenteeism, or other just cause. Removal shall require a two-thirds (2/3) vote of the filled seats of the Board of Directors;
    d. To review the overall plans of the Planning Committee for consistency with the stated Mission and Purpose of ITLA;
    e. To review all ITLA events involving local, state or national elected officials or any sort of partisan politics;

2. To Represent the General Membership within the Organization:
   a. To solicit and review suggestion from the General Membership, and facilitate implementation;
   b. To call and conduct meetings of the General Membership;
   c. To authorize the execution of contracts and other agreements necessary to the efficient conduct of the business of the ITLA;
   d. To select or appoint a committee to select the speakers for the Weekend events;
   e. To establish and dissolve ad hoc committees and task forces based on the needs of the Organization. These ad hoc committees and task forces are accountable to the Board of Directors in all matters. The Board of Directors will also fill any vacancies on these ad hoc sub committees as needed;

3. Conduct and manage the business of the ITLA and plan for its future:
   a. To call special meetings of the Board provided notice of such meetings shall be given to all board members in accordance with Article II, Section 8 these bylaws;
   b. To exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws;
   c. To represent the ITLA in the community and to maintain its relationships with other organizations;
   d. To develop and implement such staffing plans as may become necessary;
   e. To develop and implement a program for Corporate Sponsorship of ITLA activities, and to assume primary responsibility for such program;
   f. To elect, appoint or hire the Officers of the Planning Committee with approval of the General Membership. In making appointments, the Co-Chairs and Board of Directors shall give consideration to membership qualifications, competence, and experience.

4. To oversee the finances of the ITLA:
   a. To incur indebtedness in the name of the ITLA for such sums as are necessary for current operations and any sums for a major project of the ITLA;
   b. To approve the financial budgets, supervise receipts and expenditures, and to set up proper procedures for the collection, safekeeping and accounting of all funds of the ITLA. These duties are overseen by the Budget and Finance Committee, with final approval by the Board of Directors.

5. To create, implement and manage any staffing arrangements:
   a. The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of the ITLA business.
   b. The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, and termination's shall be in accordance with a policy of Equal Opportunity as described in Article I, Section 5. of these bylaws.

Section 3. Composition

The ITLA shall be governed by a board of directors comprised of at least eleven (11) and no more than twenty-one (21) people including Co-Chairs, Secretary, Chief Financial Officer and at-large members. Board members shall serve without compensation. The members of the board of directors shall, as much as possible, reflect the diverse groups within Atlanta's Lesbian, Gay men, bisexual and Transgendered Community.

Section 4. Qualifications

All voting positions on the Board of Directors must be filled by candidates who meet the following qualifications:

1. have submitted to the reviewing process of the Nominations and Review Committee;
2. shall not be paid employees of ITLA;
3. have shown a dedication for and a willingness to support the purpose, mission and goals of the ITLA;
4. have studied and agreed to abide by the bylaws and policies and procedures of the ITLA;
5. are representatives of organizations that advocate, serve or are composed of members of Atlanta's Lesbian, Gay men, Bisexual and Transgendered community or posses skills deemed useful for the proper functioning of the ITLA;
6. demonstrate a willingness to commit the considerable time and energy necessary for a successful organization.
7. Have reached the age of 18 at the time of election to the Board of Directors of ITLA.

Section 5. Terms of Office

The members of the Board of Directors shall serve for terms of two (2) years. No member shall serve more than two (2) consecutive terms. One half of the seats of the Board may be elected each year.

Officers shall be members of the Board of Directors and shall hold office for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 6. Nominations

Nominations for the Board of Directors may be made in writing to the Nominating and Review Committee at any time during the year. All nominations made during the year must follow the nominations and review process as stated in the bylaws.

All candidates must submit a written application of qualifications to the Nominating and review Committee.

Section 6.1 Review of Nominees

Nominees for positions on the Board of Directors must be approved by the Nominating and Review Committee. Nominations may be accepted from the floor of the October and November General Membership meetings for election at the following December

General Membership meeting. Candidates which are nominated from the floor must submit to review by the Nominating and Review Committee before the December election.

Section 7. Elections

Elections for the Board of Directors shall take place at the December Meeting of the General Membership. Elections shall be by secret ballot. All persons certified by the Board Secretary may vote for the Board of Directors.

Section 8. Meetings

The Board shall meet at least monthly. Special meetings of the Board of directors may be called at any time by a Co-Chair or by any two Directors. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8.1 Notice

All Directors shall be given at least 10 (ten) and no more than 50 (fifty) days notice of annual meetings and at least 2 (two) and no more than 50 (fifty) days notice of special meetings. Notice of meetings may be given personally or by first class mail, telephone, telegram, cable, telex or facsimile transmission and shall be deemed given when mailed or when the telegram, cablegram, telephone, telex or facsimile transmission is sent, addressed to the Director at her or his business or residence address. Neither the business to the transacted at, nor the purpose of any meeting of the Board need be specified in the notice (or waiver of notice) of such meeting except in the following cases: the removal or election of Directors; the removal or election of officers; amendments to the Bylaws; or amendments to the Articles of Incorporation. Notice of any such meeting or of the purpose of a special meeting may be waived by an instrument in writing.

Section 8.2 Waiver

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

Section 9. Quorum

A quorum for the transaction of any business shall be a majority of the Directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the Directors present at the meeting. Every Director shall have 1 (one) vote.

Section 10. Actions by Directors Without a Meeting

Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if prior consent in writing, setting forth the action so taken, shall be signed by all Directors. The written consent shall be filed with the minutes of the proceedings of the Board of Directors.

All reasonable attempts shall be made by the Board Secretary to contact Board member and obtain a written vote. A quorum of the Board members must affirmatively vote in writing for the action to be carried out.

Section 11. Telephone and Similar Meetings

Members of the Board or any committee thereof may participate in any meeting of the Board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 12. Bank Appointment

The Directors of the corporation may, by majority vote in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than $10,000,000 as fiscal agent of the corporation and delegate to such bank or trust company the custody and routine management of the corporation's funds, subject to the direction and supervision of the Board of Directors. The Directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the corporation's funds subject to the direction and supervision of the Directors. ⊛ CCB ⊛

Section 13. Finance

Section 13.1 Financial Reporting

The Board of Directors of the ITLA shall publish a preliminary financial report of the Annual Weekend event within 30-60 days of the event Financial statements shall be prepared within one month of the fiscal year end. The outgoing treasurer shall turn over all ITLA documents to the new treasurer and/or CFO at least by January 1 of the new term of office.

Section 13.2 Inspection of Books and Records

Every Board member shall have absolute right at any reasonable time to inspect all books, records, and documents of every kind the physical properties of the ITLA. This inspection by a Board member may be made in person or by an agent or attorney, with the right to copy and make extracts of documents.

Section 14. Compensation

The Directors of this corporation shall receive no compensation for their services as Directors. By resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board or for attending and returning from any meeting of the Executive or any other Committees or in connection with the affairs of the corporation. A Director may not serve on the staff of the corporation.

Section 15. Attendance at Board of Directors Meetings

To maintain voting eligibility, a Board of Directors member must attend at least two (2) General Membership meetings per quarter and attend at least nine (9) Board of Directors meetings in a Calendar year.

The calendar year for the purpose of computing compliance begins in January to coincide with the fiscal year.

The Co-Chairs may waive the above requirements incase of personal emergency.

Section 16. Resignation

A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to a Co-Chair or to the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 17. Vacancies

Vacancies occurring in the Board membership may be left unfilled until successors are elected at the next December General Meeting or may be appointed by the Board to complete the balance of the unexpired term. Appointees to the Board must submit to review by the Nominating and Review Committee before taking office. All other vacancies within the organization shall be filled in the manner described for that office.

Section 18. Removal

The Board of Directors, a quorum being present, may by a 2/3 (two-thirds) vote remove a Director from the Board for cause, provided notice has been given to the Director to be removed, and provided said Director has had an opportunity to be heard.

ARTICLE III: OFFICERS

Section 1. Officers

The Board of Directors shall elect the officers of ITLA. The officers shall be the Co-Chairs, Secretary, and a Chief Financial Officer.

Section 1.1 Co-Chairs

The Co-chairs shall be equal power and different gender. The Co-chairs shall, subject to the control of the Board, have the following powers and duties:

1. To preside at all regular and special meetings of the Board and call special Meetings of the same.
2. To sign contracts and other instruments connected with the business affairs and professional activities of the ITLA. All contracts shall require approval of the Board.
3. To serve as the official representatives and spokesperson or appoint an official representative or spokesperson of ITLA for all media statements and at such meetings of other groups as may be designated by the Board of Directors.

4. To promote the interests of the ITLA and to be responsible for the progress and work of the ITLA.
5. To be an ex-officio member of all committees except the Nominating and Review Committee.
6. To be an ex-officio member of the Operating Committee.
7. Will assume the duties of the Executive Director and/or Associate Director or appoint a volunteer to assume the position(s) in the event the position(s) becomes vacant.

Section 1.2 Secretary

The Secretary shall have the following powers and duties:

1. To maintain an accurate roster of the membership of the Board and voting eligibility of the General Membership.
2. To accurately record the minutes of the proceedings of all regular and special meetings of the Board.
3. To give notice of all meetings of the Board and the General Membership required by the bylaws.
4. To keep the seal and records of the ITLA in safe custody.

Section 1.3 Chief Financial Officer

The chief financial officer shall have the following powers and duties:

1. To serve as the Treasurer of the Planning Committee.
2. To serve as chair of the Budget and Finance Committee.
3. To exercise general supervision over the receipts and disbursements of all funds of the ITLA.
4. To deposit all money and valuables in the name and to the credit of the ITLA in such depositories as may be designated by the Board.
5. To pay the bills of the ITLA and to keep a record of the same.
6. To submit a report of receipts, expenditure and condition of assets monthly to the board.
7. To prepare for submission all necessary books, vouchers and records for audit by an independent Certified Public Accountant at the end of each term of office or upon request by two-thirds (2/3) vote of the seats of the Board.
8. To maintain the ITLA non-profit and corporate status.
9. All Financial Disbursement must comply with the Financial Procedure of the ITLA, Policies and Procedures.

Section 2. Compensation

No officer shall for any reason be entitled to receive any salary or compensation for the performance of her/his duties, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the corporation for duties other than that of Director or Officer. E.D. C.F.O.

Section 3. Debt Limit

No officer of the corporation shall be authorized to incur debts on behalf of the corporation

without prior approval of a majority of the Executive Committee.

Section 4. Executive Committee

The Executive Committee is composed of the Board of Directors officers, the Executive Director and Associate Director of the corporation. The Executive Committee is empowered to act as representative of the Board of Directors on business occurring between regular Board of Directors meetings. These actions are subject to the review or approval of the Board of Directors at the next Board of Directors meeting. A simple majority of Executive Committee members constitutes a quorum for the transaction of all business. Each Executive Committee member shall have one (1) vote.

ARTICLE IV: COMMITTEES

Section 1. Standing Committees

The Standing Committees of the ITLA shall include: Budget and Finance Committee, Nominating and Review Committee and the Planning Committee. The Chairs or Co-Chairs of the Standing Committees shall be selected by the Board of Directors, subject to review of the General Membership.

Section 1.1 Meetings

The Standing Committees shall meet at least quarterly. The Chairs, CO-Chairs or a majority of the members of a Standing Committee may call a special meeting of that committee at any time.

Section 1.2 Quorum

At any meeting of Standing Committees a simple majority of members of the committee shall constitute a quorum.

Section 1.3 Budget and Finance Committee

Section 1.3.1 Composition

The Budget and Finance Committee shall be composed of the Chief Financial Officer of the Board of Directors, who will serve as chair, the Treasurer of the Planning Committee and up to five (5) at-large members. Budget and Finance Committee members may be drawn from the Board of Directors, the General Membership, or any persons, with financial experience, appointed by the Board of Directors.

Section 1.3.2 Duties/Powers

The Budget Finance Committee is responsible for recommending fiscal policy for the smooth financial operation of the ITLA. Within the policies and priorities established by the General Membership and the Board of Directors, the Budget Finance Committee shall have the following responsibilities:

1. To create and publish an annual budget for the ITLA.
2. To conservatively estimate each year's income.

3. To develop plans for increasing revenues.
4. To review the yearly budgets of each committee and subcommittee, and recommend amendments when necessary.
5. To receive and review mid-year budget revisions from each committee and subcommittee if earlier estimate have been inaccurate.
6. To publish the financial statements of the ITLA within one month of the annual Weekend event.

Section 1.4 Nominating and review Committee

Section 1.4.1 Composition

The Nominating and Review Committee shall be a standing committee of ITLA which shall be composed of at least five (5) at-large general members and two (2) members of the Board of Directors who are currently not up for re-election and no more than eleven (11) members. The Nominating and Review Committee shall be elected by the General Membership at the November or December General Meeting.

Section 1.4.2 Duties

Within the policies and priorities set by the General Membership, the Nominating and Review Committee shall have the following responsibilities:

1. To solicit qualified candidates to be nominated for election to the Board of Directors.
2. To request nominations from the diverse groups of the community, including, but not limited to: people of color organizations, Aids advocacy organizations, Lesbian, Gay men, Bisexual and Transgendered social organizations.
3. To review the written qualifications of all candidates for the Board of Directors.
4. To interview all candidates for the Board of Directors to ensure that all requirements for Board positions are met.
5. To strive to achieve gender parity on the Board of Directors.
6. To submit to the General Membership a slate of qualified candidates for the Board of Directors.

Section 1.4.3 Terms of Office

Members of the Nominating and Review Committee shall serve for one (1) year. Terms shall be limited to three (3) years.

Section 1.5 Planning Committee

Section 1.5.1 Composition

The Planning Committee shall be a standing committee of the ITLA which is composed of its officers (Executive Director, Associate Director, Correspondence Secretary, Recording Secretary and Treasurer), the chairs of the Standing Subcommittees and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee will be elected/appointed by the Board of

Directors based on qualifications.

Section 1.5.2 Duties/Powers

Within the policies and priorities established by the General Membership and the Board of Directors, the Planning Committee shall have the following powers and duties:

1. To create and operate the annual Weekend events. These events may include, but are not limited to: the rallies, shows, dances, ceremonies and special events.
2. To create comprehensive written plans of Weekend events for review by the Board of Directors.
3. To provide budgets for the Weekend events to the Budget and Finance Committee.

All officers of the Planning Committee shall serve for terms of one (1) year. Officers may run for additional terms as their terms expire. The term of office shall be January 1 - December 31.

Section 1.5.3 Officers of the Planning Committee

The officers of the Planning Committee shall be a Executive Director, Associate Director, Correspondence Secretary, Recording Secretary, Treasurer and the Co-Chairs of the Board of Directors as ex-officio members. The officers of the Planning Committee shall be responsible for appointing/electing the chairs of all subcommittees and shall serve as liaisons to the Board of Directors.

Executive Director

The Executive Director shall, subject to the control of the Board, have the following powers and duties

1. To serve as the Chair of the Operating Committee.
2. To call and preside over all regular and special meetings of the Operating Committee.
3. To provide continuity and structure to the Standing Subcommittees.
4. To approve/obtain approval, from the Board of Directors, for all subcommittee plans before implementation.
5. To provide a comprehensive plan of all major Weekend activities to the Board of Directors.
6. Member of the Executive Committee.
7. Ex-officio member of the Board of Directors.
8. The Co-Chairs of the Board of Directors will assume the duties of the Executive Director or appoint the Associate Director or a volunteer to assume the position in the event the position becomes vacant.

Associate Director

The Associate Director of the Operating Committee shall be of different gender than the Executive Director. The Associate Director assumes the position of the Executive Director for the following organizational year. The Associate Director shall be, subject

to the controll of the Board, have the following powers and duties:

1. To serve in the absence of the Executive Director.
2. Shall assume the Executive Directors position upon appointment by the Co-Chairs in the event of a vacancy of that position.
3. To assist the Executive Director in providing continuity and structure to the Standing Subcommittees.

Correspondence Secretary

The Correspondence Secretary of the Planning Committee shall, subject to the control the Board, have the following powers and duties:

1. To be responsible for thank-you letters of acknowledgment and correspondence on behalf of the Planning Committee and its officers. All official Planning Committee correspondence shall require the signature of the Executive Director and/or the Co-Chairs of the Board of Directors.
2. To provide written agendas for all regular meeting of the Planning Committee.
3. To maintain and distribute a calendar of all events relating to the Weekend Celebration including fundraising events and weekend related community events.
4. To work with various Weekend committees to list meeting times and places of Weekend committees meetings and functions.

Recording Secretary

The Recording Secretary of the Planning Committee shall, subject to the control of the Board, have the following powers and duties:

1. To maintain minutes of all regular and special meetings of the Planning Committee;
2. To maintain written copies of all Standing Subcommittee meeting minutes;
3. To be responsible for delivering a copy (i.e., mailing) of all minutes of Planning Committee meetings within two (2) weeks after each meeting to the Officers of the Planning Committee.

Treasurer

The Treasurer of the Planning Committee shall, subject to the control of the Board of Directors, have the following powers and duties:

1. to serve as the Chief Financial Officer - Board of the Directors.
2. To provide a written budget to be approved by the Budget and Finance Committee by January 1st of each year.
3. To maintain accurate records and receipts for all credits and debits within the ITLA bank accounts. This includes maintenance of the checking account and documentation for all reimbursements.
4. To provide written financial reports at all Planning Committee meetings and Board of Directors meetings.
5. To prepare financial statements and close all financial books within one month of the fiscal year end.

6. To publish a preliminary financial report within 30-60 days of the August September Weekend events.
7. To be responsible for signing all checks on behalf of the ITLA. Checks must also include at least one (1) signature of the Co-Chairs of the Board of Directors.
8. To maintain inventory of all items owned or purchased by the organization.
9. To serve as a member of the Budget and finance Committee.
10. The outgoing treasurer shall turn over all ITLA documents to the new treasurer by the new term of office January 1.
11. All Financial Disbursements must comply with the Financial Procedures of the ITLA Policies and Procedures.

Section 2. Subcommittees

Operational tasks for the Annual Weekend events shall be handled through standing and ad hoc subcommittees of the Planning Committee. Each standing subcommittee shall have one (1) vote on the Planning Committee.

Section 2.1 Standing Subcommittees

In order to best utilize the resources of the ITLA, the Planning Committee shall establish the following standing subcommittees:

- Art and Graphics
- Community Liaisons
- Entertainment
- Environmental
- First Aid
- Fundraising
- Logistics
- Marketing
- Hospitality
- Setup and Cleanup
- Physically Challenged
- Program Coordinators
- Public Relations
- Security
- Transportation
- Vendor
- Volunteer Coordination

Section 2.2 Ad hoc Subcommittees

The Officers of the Planning Committee may establish and dissolve ad hoc subcommittees and task forces based on the needs of the organization. These subcommittees and task forces shall be accountable to the Planning Committee in all matters. The Officers of the Planning Committee shall also fill any vacancies on these ad hoc subcommittees as needed.

Section 2.3 Subcommittee Chairs

Subcommittee chairs shall be appointed by the Officers of the Planning Committee with the approval of the Board of Directors. Subcommittee chairs sit as voting members of the Planning Committee. Unless approved by a simple majority of the Planning Committee, chairs may only chair one subcommittee. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Planning Committee. The term of Subcommittee Chair shall be January 1 - December 31.

Section 2.3.1 Duties

Subcommittee Chairs shall have the following responsibilities:

1. To represent the subcommittee at all meetings of the Planning Committee (an alternative representative may be designated);
2. To notify subcommittee members and Planning Committee Recording Secretary of all subcommittee meetings and the results of those meetings.
3. To coordinate all subcommittee activities;
4. To present budgetary needs as determined by the subcommittee to the Treasurer of the Planning Committee;
5. To notify the Treasurer of the Planning Cmmittee of the location of all properties purchased and/or used by the subcommittee;
6. To manage all expenses and financial commitments within the budget approved by the Budget and Finance Committee;
7. To issue correspondence requesting information or quotes regarding rental or purchase for the Weekend events;
8. To file copies of any correspondence issued with the Correspondence Secretary.
9. To perform all responsibilities outlined in the description above or delegated by the Planning Committee to the subcommittee.

Section 2.4 Subcommittee Membership

Subcommittee membership shall determine by the subcommittee chairs in consultation with the Co-Chairs of the Board of Directors and the Executive Director. Have reached the age of 18 at the time of appointment as a Subcommittee Chair of the Operations Committee

Section 2.5 Subcommittee Duties and Responsibilities

Duties and responsibilities of the subcommittee of the Planning Committee shall be designated by the Officers of the Planning Committee, Executive Director and the Co-Chairs of the Board of Directors.

Section 3. Committees

The Board of Directors may establish from time to time other committees of the corporation. No committee shall have authority as to any of the following matters;

a. The dissolution, merger, or consolidation of the corporation;
b. the amendment of the Articles of Incorporation;
c. the sale, lease or exchange of all or substantially all of the property of the corporation;
d. the designation of any such committee or changing the number of Directors on the Board of Directors or the filling of vacancies in any committee;
e. the amendment or repeal of the Bylaws or the adoption of new Bylaws;
f. the amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board; or
g. the indemnification of any person or entity;
h. the setting or changing of any salaries; and
i. the determination or establishment of any offices or places of business of the

corporation;

j. or anything inconsistent with the Articles or Bylaws of the corporation.

ARTICLE V: MEMBERSHIP

Section 1. Designation of Membership

Any person or organization with an interest in the purpose of the ITLA shall be considered a part of the General Membership. The ITLA shall not disclose the name of the members outside the committee without their consent.

Section 2. Voting Eligibility

Any General member may establish or re-establish voting eligibility by attending two consecutive General Membership Meetings. To maintain voting eligibility, a General member must attend at least one (1) General Membership Meeting per quarter.

The calendar year for the purposes of computing compliance begins in January to coincide with the fiscal year.

Section 3. Quorum

A quorum shall be a majority of the Membership entitled to vote. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Membership may act upon a majority vote.

Section 4. Resignation

A member may resign by filing a written notice of resignation with the Corresponding Secretary of the corporation. Resignation by a member does not relieve such member of any obligation for charges incurred, services or benefits rendered, due, assessments, or fees, or arising from a contact, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 5. Suspension, Termination, and Expulsion

The Board of Directors may suspend, terminate, or expel a member upon fifteen (15) days prior written notice of the suspension, termination, or expulsion, and the reasons therefor; and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, termination, or expulsion by the Board of Directors. Notice of the suspension, termination, or expulsion shall be sent by first-class or certified mail to the last address of the member shown on the corporation's records. Any proceeding challenging a suspension, termination, or expulsion, including a proceeding in which defective notice is alleged, must be commenced within 1 (one) year after the effective date of the suspension, termination, or expulsion. Suspension, termination, or expulsion of a member does not relieve such member of any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from a contract, a condition to ownership of land, an obligation arising out of ownership of land, or otherwise.

Section 6. Liability

No member of the corporation is, as such, personally liable for the acts, debts, liabilities, or obligations of the corporation.

Section 7. Meetings

Meetings of the General Membership shall be lead by the Co-Chairs of the Board of Directors monthly. These meetings shall include reporting of the progress of the activities and financial operations of the organization. any other business deemed appropriate may come before the meeting.

Section 7.1 Annual Meeting

The Annual General meeting of the Membership of the corporation shall be held every December. This meeting shall also advise the General Membership of the officers of the Board of Directors, Executive Director and Planning Committee Subcommittee Chairs for the term of office January 1 - December 31. At the December General meeting, the members shall elect the Board of Directors.

Section 7.1.2. Notice of the Annual Meetings

Notice of the annual meetings in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified, at the principle office of the corporation in the State of Georgia.

Section 7.2 Special Meetings

Special meeting of the Membership may be called by a Co-Chair, by at least 1/3 (one-third) of the Board, or upon written petition of 15% (fifteen percent of the Membership. The corporation shall notify members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting that must be approved by the members. Notice of a special meeting includes a description of matter or matters for which the meeting is called. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. Waiver

Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Attendance by a member at a meeting waives objection to consideration of a particular meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE VI: CONTRACTS, CHECKS DEPOSITS AND FUNDS

Section 1. Contracts and Instruments

The Board of Directors may authorize any officer or officers, agent or agents of the

corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or defined in specific instances.

Section 2. Checks, Deposits and Funds

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the CFO/Treasurer and at least one of the Co-Chairs of the Board of Directors.

ARTICLE VII: INDEMNIFICATION

Section 1. Indemnification

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee, or agent of the corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of her or his having heretofore or hereafter been a director, officer, employee, or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her.

ARTICLE VIII: AMENDMENTS

Section 1. Articles

The Articles of Incorporation may be altered, amended, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the Board of Directors, at a general or special meting, provided that written notification of the vote is provided at least 30 (thirty) days prior to such meeting.

Section 2. Bylaws

These bylaws may be altered, amended, repealed, or added to by the affirmative vote of not less than 2/3 (two-thirds) of the eligible voting general members of the corporation, at an annual or special meeting, or by written ballot provided that written notification of the vote to the eligible voting general members is provided at least 30 (thirty) days prior to such meeting. Public notice or such amendments may also be placed in the community's media.

ARTICLE IX: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes.

ARTICLE X: RULES OF ORDER

All meetings shall be conducted in accordance with Robert's Rules of Order or such other parliamentary guide as chosen. The Chairs of the meeting may appoint a parliamentarian to aid in conducting meetings.

ARTICLE XI: STAFF

The Board of Directors shall be responsible for creating and implementing such staffing arrangements as required to provide for the conduct of ITLA business.

The Board of Directors has the responsibility for hiring and supervising ITLA staff. All personnel actions, including hiring, promotions, advertising, and termination's shall be in accordance with a policy of Non-discrimination clause as described in Article I, Section 5. of these bylaws.